

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM F-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Critical Metals Corp.
(Exact Name of Registrant as Specified in its Charter)

British Virgin Islands (State or Other Jurisdiction of Incorporation or Organization)	1000 (Primary Standard Industrial Classification Code Number)	Not Applicable (I.R.S. Employer Identification No.)
c/o Maples Corporate Services (BVI) Limited Kingston Chambers, PO Box 173, Road Town Tortola, British Virgin Islands (Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)		

Corporation Service Company
251 Little Falls Drive
Wilmington, Delaware 19808
(302) 636-5400
 (Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

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Bryson Manning
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609 Main Street
Houston, Texas 77002
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New York, NY
Telephone: (212) 819-8200

Approximate date of commencement of proposed sale to the public: **From time to time after the effectiveness of this registration statement.**

If only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. ☐

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. ☒

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a registration statement pursuant to General Instruction I.C. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. ☐

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.C. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. ☐

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933.

Emerging growth company ☒

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards[†] provided pursuant to Section 7(a)(2)(B) of the Securities Act. ☐

[†] The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this Registration Statement shall become effective on such date as the U.S. Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

The information contained in this prospectus is not complete and may be changed. These securities may not be sold until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED APRIL 1, 2025

PRELIMINARY PROSPECTUS

Critical Metals Corp.

**SECONDARY OFFERING OF
9,820,000 Ordinary Shares**

This prospectus relates to the offer and sale from time to time, by the selling securityholders named in this prospectus (collectively, the “Selling Securityholders”), of up to 9,820,000 ordinary shares (each, an “Ordinary Share”), par value \$0.001 per share, of Critical Metals Corp., a BVI business company incorporated in the British Virgin Islands (“us,” “we,” “Critical Metals” or the “Company”), consisting of (x) 4,910,000 Ordinary Shares and (y) 4,910,000 Ordinary Shares issuable upon exercise of warrants (each, a “PIPE Warrant”) to purchase Ordinary Shares (collectively, the “PIPE Shares”), that were issued to the Selling Securityholders pursuant to securities purchase agreements (the “Purchase Agreements”) entered into on February 6, 2025 by and between the Company and each Selling Securityholder.

We are registering the offer and sale of the PIPE Shares to satisfy certain registration rights we have granted. The Selling Securityholders may offer all or part of the PIPE Shares for resale from time to time through public or private transactions, at either prevailing market prices or at privately negotiated prices. The PIPE Shares are being registered to permit the Selling Securityholders to sell such shares from time to time, in amounts, at prices and on terms determined at the time of offering. The Selling Securityholders may sell the PIPE Shares through ordinary brokerage transactions, in underwritten offerings, directly to market makers of our shares or through any other means described in the section entitled “*Plan of Distribution*” herein. In connection with any sales of the PIPE Shares offered hereunder, the Selling Securityholders, any underwriters, agents, brokers or dealers participating in such sales may be deemed to be “underwriters” within the meaning of the Securities Act of 1933, as amended (the “Securities Act”). We are registering the PIPE Shares for resale by the Selling Securityholders, or their donees, pledgees, transferees, distributees or other successors-in-interest selling the PIPE Shares or interests in the PIPE Shares received after the date of this prospectus from the Selling Securityholders as a gift, pledge, partnership distribution or other transfer.

We will pay certain expenses associated with the registration of the PIPE Shares covered by this prospectus, as described in the section entitled “*Plan of Distribution*.”

We will not receive any proceeds from the sale of Ordinary Shares by the Selling Securityholders pursuant to this prospectus. We will, however, receive the proceeds from the exercise of PIPE Warrants to the extent such PIPE Warrants are exercised for cash. Each PIPE Warrant entitles the holder thereof to purchase one Ordinary Share at an initial exercise price of \$7.00 per Ordinary Share. We believe that the likelihood that a Selling Securityholder will determine to exercise their PIPE Warrants, and therefore the amount of cash proceeds that we would receive, is dependent upon the market price of our Ordinary Shares. If the market price for our Ordinary Shares is less than \$7.00 per share, we believe that the Selling Securityholders will be unlikely to exercise any of their PIPE Warrants, and accordingly, we will not receive any such proceeds. Conversely, we believe the Selling Securityholders are more likely to exercise their PIPE Warrants the higher the price of our Ordinary Shares is above \$7.00 per share. There is no assurance that the PIPE Warrants will be “in the money” prior to their expiration or that the Selling Securityholders will exercise their PIPE Warrants. To the extent that any PIPE Warrants are exercised on a cashless basis, the amount of cash we would receive from the exercise of the PIPE Warrants will decrease.

We may amend or supplement this prospectus from time to time by filing amendments or supplements as required. You should read this entire prospectus and any amendments or supplements carefully before you make your investment decision.

Our Ordinary Shares and public warrants (the “Public Warrants”) are listed on the Nasdaq Stock Market LLC (“Nasdaq”) under the trading symbols “CRML” and “CRMLW,” respectively. On March 31, 2025, the closing prices for our Ordinary Shares and Public Warrants on the Nasdaq were \$1.39 per share and \$0.17 per warrant, respectively.

We are an “emerging growth company” as defined in the Jumpstart Our Business Startups Act of 2012 and is therefore eligible to take advantage of certain reduced reporting requirements applicable to other public companies.

We are also a “foreign private issuer” as defined in the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and are exempt from certain rules under the Exchange Act that impose certain disclosure obligations and procedural requirements for proxy solicitations under Section 14 of the Exchange Act. In addition, our officers, directors and principal shareholders will be exempt from the reporting and “short-swing” profit recovery provisions under Section 16 of the Exchange Act. Moreover, we are not required to file periodic reports and financial statements with the SEC as frequently or as promptly as U.S. companies whose securities are registered under the Exchange Act.

Investing in our securities involves a high degree of risk. See “Risk Factors” beginning on page 4 of this prospectus and other risk factors contained in the documents incorporated by reference herein, including our Annual Report on Form 20-F for the year ended June 30, 2024, for a discussion of information that should be considered in connection with an investment in our securities.

Neither the U.S. Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is , 2025.

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You should rely only on the information contained or incorporated by reference in this prospectus or any supplement. Neither we nor the Selling Securityholders have authorized anyone else to provide you with different information. The Ordinary Shares offered by this prospectus are being offered only in jurisdictions where the offer is permitted. You should not assume that the information in this prospectus or any supplement is accurate as of any date other than the date on the front of each document. Our business, financial condition, results of operations and prospects may have changed since that date.

Except as otherwise set forth in this prospectus, neither we nor the Selling Securityholders have taken any action to permit a public offering of these securities outside the United States or to permit the possession or distribution of this prospectus outside the United States. Persons outside the United States who come into possession of this prospectus must inform themselves about and observe any restrictions relating to the offering of these securities and the distribution of this prospectus outside the United States.

ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that we filed with the U.S. Securities and Exchange Commission (the “SEC”) utilizing a “shelf” registration process. By using a shelf registration statement, the Selling Securityholders may offer for resale up to 9,820,000 Ordinary Shares, consisting of (x) 4,910,000 Ordinary Shares and (y) 4,910,000 Ordinary Shares issuable upon exercise the PIPE Warrants, as described in this prospectus.

We have not, and the Selling Securityholders have not, authorized anyone to provide you with any information or to make any representations other than those contained in this prospectus, any applicable prospectus supplement or any free writing prospectuses prepared by or on behalf of us or to which we have referred you. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. You should assume that the information appearing in this prospectus and the applicable prospectus supplement to this prospectus is accurate only as of the date on its respective cover, that the information appearing in any applicable free writing prospectus is accurate only as of the date of that free writing prospectus, and that any information incorporated by reference is accurate only as of the date of the document incorporated by reference, unless we indicate otherwise. Our business, financial condition, results of operations and prospects may have changed since those dates. This prospectus incorporates by reference, and any prospectus supplement or free writing prospectus may contain and incorporate by reference, market data and industry statistics and forecasts that are based on independent industry publications and other publicly available information. Although we believe these sources are reliable, we do not guarantee the accuracy or completeness of this information and we have not independently verified this information. In addition, the market and industry data and forecasts that may be included or incorporated by reference in this prospectus, any prospectus supplement or any applicable free writing prospectus may involve estimates, assumptions and other risks and uncertainties and are subject to change based on various factors, including those discussed under the heading “*Risk Factors*” contained in this prospectus, the applicable prospectus supplement and any applicable free writing prospectus, and under similar headings in other documents that are incorporated by reference into this prospectus. Accordingly, investors should not place undue reliance on this information.

The Selling Securityholders may offer and sell the PIPE Shares directly to purchasers, through agents selected by us and/or the Selling Securityholders, or to or through underwriters or dealers. A prospectus supplement, if required, may describe the terms of the plan of distribution and set forth the names of any agents, underwriters or dealers involved in the sale of the PIPE Shares. See “*Plan of Distribution*.”

WHERE YOU CAN FIND MORE INFORMATION; INCORPORATION OF INFORMATION BY REFERENCE

Available Information

We are subject to the informational requirements of the Exchange Act applicable to foreign private issuers. Accordingly, we are required to file reports and other information with the SEC, including annual reports on Form 20-F and reports on Form 6-K. The SEC maintains an internet website that contains reports and other information about issuers, like us, that file electronically with the SEC. The address of that website is www.sec.gov.

As a foreign private issuer, we are exempt under the Exchange Act from, among other things, the rules prescribing the furnishing and content of proxy statements, and our officers, directors and principal shareholders are exempt from the reporting and short-swing profit recovery provisions contained in Section 16 of the Exchange Act with respect to their purchase and sale of our Ordinary Shares. In addition, we are not required under the Exchange Act to file periodic reports and financial statements with the SEC as frequently or as promptly as U.S. companies whose securities are registered under the Exchange Act.

We will send our transfer agent a copy of all notices of shareholders' meetings and other reports, communications and information that are made generally available to shareholders. The transfer agent has agreed to mail to all shareholders a notice containing the information (or a summary of the information) contained in any notice of a meeting of our shareholders received by the transfer agent and will make available to all shareholders such notices and all such other reports and communications received by the transfer agent.

Our web site address is <https://www.criticalmetalscorp.com/>. The information on our web site, however, is not, and should not be deemed to be, a part of this prospectus.

This prospectus and any prospectus supplement are part of a registration statement that we filed with the SEC and do not contain all of the information in the registration statement. The full registration statement may be obtained from the SEC or us, as provided below. Documents establishing the terms of the offered securities are or may be filed as exhibits to the registration statement or documents incorporated by reference in the registration statement. Statements in this prospectus or any prospectus supplement about these documents are summaries and each statement is qualified in all respects by reference to the document to which it refers. You should refer to the actual documents for a more complete description of the relevant matters. You may inspect a copy of the registration statement through the SEC's website, as provided above.

Incorporation by Reference

The SEC's rules allow us to "incorporate by reference" information into this prospectus, which means that we can disclose important information to you by referring you to another document filed separately with the SEC. The information incorporated by reference is deemed to be part of this prospectus, and subsequent information that we file with the SEC will automatically update and supersede that information. Any statement contained in this prospectus or a previously filed document incorporated by reference will be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained in this prospectus or a subsequently filed document incorporated by reference modifies or replaces that statement.

This prospectus and any accompanying prospectus supplement incorporate by reference the documents set forth below that have previously been filed with the SEC:

- the Company's Annual Report on [Form 20-F](#) for the year ended June 30, 2024, filed with the SEC on October 30, 2024 (the "Annual Report");
- the Company's Reports of Foreign Private Issuer on Form 6-K furnished with the SEC on [July 16, 2024](#) (excluding Exhibit 99.1 thereto), [July 25, 2024](#), [December 11, 2024](#) (excluding Exhibit 99.1 thereto), [January 22, 2025](#) (excluding Exhibit 99.1 thereto), [February 10, 2025](#), [March 4, 2025](#) (excluding Exhibit 99.1 thereto), [March 6, 2025](#), [March 13, 2025](#) (excluding Exhibit 99.1 thereto) (as amended by the Company's Current Report of [Form 6-K/A](#) filed on March 19, 2025), [March 17, 2025](#) (excluding Exhibit 99.1 thereto), [March 19, 2025](#), [March 28, 2025](#) and [March 31, 2025](#); and
- the description of the Company's Securities included in [Exhibit 2.5](#) to the Annual Report, including any amendments or reports filed for the purpose of updating such description.

All reports and other documents we subsequently file pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act prior to the termination of this offering, including all such documents we may file with the SEC after the date of the initial registration statement and prior to the effectiveness of the registration statement, including any reports on Form 6-K that we specifically identify in such forms as being incorporated by reference, but excluding any information furnished to, rather than filed with, the SEC, will also be incorporated by reference into this prospectus and deemed to be part of this prospectus from the date of the filing of such reports and documents.

You may request a free copy of any of the documents incorporated by reference in this prospectus by writing or telephoning us at the following address:

Critical Metals Corp.
c/o Maples Corporate Services (BVI) Limited
Kingston Chambers, PO Box 173, Road Town
Tortola, British Virgin Islands
Attention: Tony Sage, Executive Chairman and
Chief Executive Officer

Exhibits to the filings will not be sent, however, unless those exhibits have specifically been incorporated by reference in this prospectus or any accompanying prospectus supplement.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Some of the statements made in this prospectus and the documents incorporated by reference into this prospectus may constitute forward-looking statements within the meaning of the United States federal securities laws. Forward-looking statements provide our current expectations or forecasts of future events. Forward-looking statements include statements about our expectations, beliefs, plans, goals, objectives, intentions, assumptions and other statements that are not historical facts. Forward-looking statements may be identified by the use of words such as “estimate,” “plan,” “project,” “forecast,” “intend,” “will,” “expect,” “anticipate,” “believe,” “seek,” “target” or other similar expressions that predict or indicate future events or trends or that are not statements of historical matters. These forward-looking statements include, but are not limited to, statements regarding our expectations, hopes, beliefs, intentions or strategies regarding the future including, without limitation, statements regarding the financial position, financial performance, business strategy, expectations of our business and the growth strategy and plans and objectives of management for future operations, including, among others, expansion in new and existing markets,. Forward-looking statements are based on current expectations and assumptions that, while considered reasonable by us and our management, as the case may be, are inherently uncertain. These statements are based on various assumptions, whether or not identified herein, and on the current expectations of our management and are not predictions of actual performance. These forward-looking statements are provided for illustrative purposes only and are not intended to serve as, and must not be relied on by any investor as, a guarantee, an assurance, a prediction or a definitive statement of fact or probability. Actual events and circumstances are difficult or impossible to predict and will differ from assumptions. Many actual events and circumstances are beyond our control. The forward-looking statements contained herein include, but are not limited to, statements about:

- the benefits of the Business Combination;
- the future financial and business performance of the Company and its subsidiaries;
- the commercial success of mineral properties under development by the Company, including the Wolfsberg Project and the Tanbreez Project;
- general economic conditions and conditions affecting the industries in which the Company operates;
- commodity prices of the rare Earth minerals produced by the Company’s assets;
- acquisitions, expansion projects and other plans and opportunities;
- other statements preceded by, followed by or that include the words “estimate,” “plan,” “project,” “forecast,” “intend,” “will,” “expect,” “anticipate,” “believe,” “seek,” “target” or similar expressions; and
- the other matters described in the section of this prospectus entitled “Risk Factors” and other risk factors contained in our Annual Report and our subsequent filings with the SEC that we incorporated by reference herein.

Forward-looking statements are subject to known and unknown risks and uncertainties and are based on potentially inaccurate assumptions that could cause actual results to differ materially from those expected or implied by the forward-looking statements. Actual results could differ materially from those anticipated in forward-looking statements for many reasons, including the factors described in “*Risk Factors*” in this prospectus as well as those listed under “*Item 3. Key Information – Risk Factors*” in the Annual Report. Accordingly, you should not rely on these forward-looking statements, which speak only as of the date of this prospectus. We undertake no obligation to publicly revise any forward-looking statement to reflect circumstances or events after the date of this prospectus or to reflect the occurrence of unanticipated events. You should, however, review the factors and risks we describe in the reports we will file from time to time with the SEC after the date of this prospectus.

In addition, statements that “we believe” and similar statements reflect our beliefs and opinions on the relevant subject. These statements are based on information available to us as of the date of this prospectus. And while we believe that information provides a reasonable basis for these statements, that information may be limited or incomplete. Our statements should not be read to indicate that we have conducted an exhaustive inquiry into, or review of, all relevant information. These statements are inherently uncertain, and you are cautioned not to unduly rely on these statements.

Although we believe the expectations reflected in the forward-looking statements were reasonable at the time made, it cannot guarantee future results, level of activity, performance or achievements. Moreover, neither we nor any other person assumes responsibility for the accuracy or completeness of any of these forward-looking statements. You should carefully consider the cautionary statements contained or referred to in this section in connection with the forward-looking statements contained in this prospectus and any subsequent written or oral forward-looking statements that may be issued by us or persons acting on our behalf.

PROSPECTUS SUMMARY

This summary highlights certain information about us, this offering and selected information contained elsewhere in this prospectus. This summary is not complete and does not contain all of the information that you should consider before deciding whether to invest in the securities covered by this prospectus. This summary is qualified in its entirety by the more detailed information included in or incorporated by reference into this prospectus. Before making your investment decision with respect to our securities, you should carefully read this entire prospectus, any applicable prospectus supplement and the documents referred to in “Where You Can Find More Information; Incorporation of Information by Reference.”

Overview

We are a leading mining development company focused on critical metals and minerals and producing strategic products essential to electrification and next generation technologies for Europe and its Western world partners. Our primary strategy is to acquire, explore and develop unique and permitted critical metals mining assets that we expect will benefit from robust regulatory tailwinds in both Europe and North America and long-term secular trends for next generation technology in environmental, commercial and government applications. At the closing of our Business Combination, our efforts are focused on the development of our wholly-owned Wolfsberg Lithium Project (the “Wolfsberg Project”) located in Carinthia, Austria, which is approximately 270 kilometers south of Vienna. In addition, we hold additional Austrian projects of which European Lithium currently holds a 20% interest.

On June 5, 2024, we announced an agreement to acquire an interest in the Tanbreez Green Rare Earth Mine (the “Tanbreez Project”). The Tanbreez Project is a permitted, globally significant critical minerals asset positioned to unlock a sustainable, reliable and long-term rare earth supply for North America and Europe. Once operational, Tanbreez is expected to supply rare earth elements (“REEs”) to customers in the western hemisphere to support the production of a wide range of next-generation commercial products, as well as demand from the defense industry.

Our executive offices are located at c/o Maples Corporate Services (BVI) Limited, Kingston Chambers, PO Box 173, Road Town, Tortola, British Virgin Islands.

Our Business Strategy

Our primary strategy is to acquire, explore and develop unique and permitted critical metals mining assets that we expect will benefit from robust regulatory tailwinds in both Europe and North America and long-term secular trends for next generation technology in environmental, commercial and government applications. Our foundational assets are the Wolfsberg lithium assets in Austria and the Tanbreez rare earths deposit in Greenland. Our strategy involves developing a low cost, highly sustainable source of lithium hydroxide manufactured from spodumene concentrate, providing European battery and EV manufacturers improved continuity of supply, reducing their dependence on the battery supply from Chinese manufacturers, while also helping them meet their environmental commitments. In addition to the development of the Wolfsberg Project, we expect to focus our efforts on rare earths and critical metals and minerals to produce strategic products essential for a transition to sustainable low carbon emission technologies for Europe and its western world partners. We believe this approach will allow us to become one of the most sustainable, cost-effective and strategic minerals suppliers in the world, and further help potential customers achieve their important environmental, social and governance goals required by shareholders and regulatory agencies.

As part of our business strategy, we intend to seek to acquire assets and operations that are strategic and complementary to our existing operations. This may include acquisitions or investments in complementary companies, assets, mines, products or technologies, including in other rare earth elements and minerals. We may have opportunities to make acquisitions from third parties jointly with EUR, and in some cases, we may acquire assets or other operations directly from EUR or its affiliates. EUR has no obligation to sell any additional assets to us or to accept any offer that we may make for any additional assets, and we may decide not to acquire such additional assets even if EUR or an affiliate offers them to us.

We have in the past evaluated and pursued, and intend in the future to evaluate and pursue, rare earth-related assets and other critical metals assets that have characteristics and opportunities similar to our existing business lines and enable us to leverage our asset base, knowledge base and skill sets. Such acquisition efforts may involve participation by us in processes that have been made public and involve a number of potential buyers, commonly referred to as “auction” processes, as well as situations in which we believe we are the only party or one of a limited number of potential buyers in negotiations with the potential seller. These acquisition efforts often involve assets which, if acquired, could have a material effect on our financial condition and results of operations. We typically do not announce a transaction until after we have executed a definitive acquisition agreement. Discussions and negotiations regarding a potential acquisition can advance or terminate in a short period of time. Moreover, the closing of any transaction for which we have entered into a definitive acquisition agreement will be subject to customary and other closing conditions, which may not ultimately be satisfied or waived. Accordingly, we can give no assurance that our current or future acquisition efforts will be successful. Although we expect the acquisitions we make to be accretive in the long term, we can provide no assurance that our expectations will ultimately be realized.

Foreign Private Issuer

We are considered a “foreign private issuer” under U.S. securities law. As a “foreign private issuer,” we are subject to different U.S. securities laws than domestic U.S. issuers. The rules governing the information that we must disclose differ from those governing U.S. corporations pursuant to the Exchange Act. We are exempt from the rules under the Exchange Act prescribing the furnishing and content of proxy statements to shareholders. Those proxy statements are not expected to conform to Schedule 14A of the proxy rules promulgated under the Exchange Act. Moreover, we are not required to file periodic reports and financial statements with the SEC as frequently or within the same time frames as U.S. companies with securities registered under the Exchange Act, although it may elect to file certain periodic reports and financial statements with the SEC on a voluntary basis on the forms used by U.S. domestic issuers. We are not required to comply with Regulation FD, which imposes restrictions on the selective disclosure of material information to shareholders. In addition, our officers, directors and principal shareholders are exempt from the reporting and short-swing profit recovery provisions of Section 16 of the Exchange Act and the rules under the Exchange Act with respect to their purchases and sales of our securities.

Emerging Growth Company

We are an “emerging growth company,” as defined in Section 2(a) of the Securities Act, as modified by the Jumpstart Our Business Startups Act of 2012, or the JOBS Act, and we may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act, reduced disclosure obligations regarding executive compensation in its periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and shareholder approval of any golden parachute payments not previously approved.

Risk Factors

Investing in any securities offered pursuant to this prospectus and the applicable prospectus supplement involves risks. You should carefully consider the risk factors set forth on page 4 of this prospectus, in the Annual Report incorporated by reference into this prospectus and in our updates, if any, to those risk factors in our reports on Form 6-K incorporated by reference into this prospectus, and all other information contained or incorporated by reference into this prospectus, as updated by our subsequent filings under the Exchange Act and the risk factors and other information contained in the applicable prospectus supplement and any applicable free writing prospectus before acquiring any of such securities. The occurrence of any of these risks might cause you to lose all or part of your investment in the offered securities.

THE OFFERING

Ordinary Shares that may be offered and sold from time to time by the Selling Securityholders	Up to 9,820,000 Ordinary Shares.
Terms of offering	The PIPE Shares offered by this prospectus may be offered and sold at prevailing market prices, privately negotiated prices or such other prices as the Selling Securityholders may determine. See “ <i>Plan of Distribution</i> .”
Ordinary Shares issued and outstanding prior to this offering (and prior to the exercise of any warrants to purchase Ordinary Shares)	98,602,178 Ordinary Shares.
Use of proceeds	We will not receive any of the proceeds from the sale of Ordinary Shares by the Selling Securityholders pursuant to this prospectus, nor from the sale of the Ordinary Shares issuable upon the exercise of the PIPE Warrants. We will receive any proceeds from the exercise of PIPE Warrants for cash.
Dividend Policy	We have not paid any cash dividends on our Ordinary Shares to date. The payment of cash dividends in the future will be dependent upon our revenues and earnings, if any, capital requirements and general financial condition. Subject to the foregoing, the payment of cash dividends in the future, if any, will be at the discretion of the Board of Directors (the “Board”) of the Company.
Risk factors	Investing in any securities offered pursuant to this prospectus and the applicable prospectus supplement involves risks. You should carefully consider the risk factors set forth on page 4 of this prospectus, in the Annual Report incorporated by reference into this prospectus and in our updates, if any, to those risk factors in our reports on Form 6-K incorporated by reference into this prospectus, and all other information contained or incorporated by reference into this prospectus, as updated by our subsequent filings under the Exchange Act and the risk factors and other information contained in the applicable prospectus supplement and any applicable free writing prospectus before acquiring any of such securities. The occurrence of any of these risks might cause you to lose all or part of your investment in the offered securities.
Market for our Ordinary Shares and Public Warrants	Our Ordinary Shares and Public Warrants are listed on Nasdaq under the symbols “CRML” and “CRMLW,” respectively.

RISK FACTORS

Investing in any securities offered pursuant to this prospectus and the applicable prospectus supplement involves risks. You should carefully consider the risk factors set forth below, in the Annual Report incorporated by reference into this prospectus and in our updates, if any, to those risk factors in our reports on Form 6-K incorporated by reference into this prospectus, and all other information contained or incorporated by reference into this prospectus, as updated by our subsequent filings under the Exchange Act and the risk factors and other information contained in the applicable prospectus supplement and any applicable free writing prospectus before acquiring any of such securities. The occurrence of any of these risks might cause you to lose all or part of your investment in the offered securities.

Risks Related to this Offering by the Selling Securityholders

Sales of a substantial number of our securities in the public market by the Selling Securityholders and/or by our existing securityholders could cause the price of our Ordinary Shares and Public Warrants to fall.

The Selling Securityholders can sell, under this prospectus, up to 9,820,000 Ordinary Shares, constituting approximately 10% of our outstanding Ordinary Shares on a fully diluted basis (assuming and after giving effect to the issuance of 4,910,000 Ordinary Shares upon exercise of the PIPE Warrants). Depending on the price, other securityholders may have paid significantly more than the Selling Securityholder for any Ordinary Shares they may have purchased in the open market based on variable market price. All the PIPE Shares offered in this prospectus may be resold for so long as the registration statement, of which this prospectus forms a part, is available for use. The sale of all or a portion of the PIPE Shares being offered in this prospectus could result in a significant decline in the public trading price of our securities. Despite such a decline in the public trading price, some of the Selling Securityholders may still experience a positive rate of return on the PIPE Shares they purchased due to the price at which such Selling Securityholder initially purchased the PIPE Shares.

In addition, the resale, or expected or potential resale, of a substantial number of shares of our Ordinary Shares in the public market, including the Ordinary Shares registered in this registration statement, could occur at any time. For example, the Company's Registration Statement on Form F-1 registers for resale up to 100,312,567 Ordinary Shares, constituting approximately 82% of our outstanding Ordinary Shares on a fully diluted basis, on behalf of the selling securityholders named therein. Such sales, or the perception that such sales could occur, could adversely affect the market price for our Ordinary Shares and make it more difficult for you to sell your holdings at times and prices that you determine are appropriate. Furthermore, we expect that, because there is a large number of shares being registered pursuant to the registration statement of which this prospectus forms a part, the Selling Securityholders will continue to offer such securities covered thereby pursuant to this prospectus or pursuant to Rule 144 for a significant period of time, the precise duration of which cannot be predicted. Accordingly, the adverse market and price pressures resulting from an offering pursuant to the registration statement may continue for an extended period of time.

Sales, or the perception of sales, of our Ordinary Shares, including those registered in this registration statement, by us or our existing stockholders in the public market could cause the market price for our Ordinary Shares to decline.

The sale, or the perception that such sales could occur, of substantial amounts of Ordinary Shares in the public market, including the Ordinary Shares registered in this registration statement and the company's other registration statements, could harm the prevailing market price of the Ordinary Shares. These sales, or the possibility that these sales may occur, also might make it more difficult for us to sell equity securities in the future at a time and at a price that we deem appropriate.

Upon the effectiveness of this registration statement, shares held by certain of our shareholders will be eligible for resale, subject to, in the case of certain securityholders, volume, manner of sale and other limitations under Rule 144. As restrictions on resale end, the market price of shares of our Ordinary Shares could drop significantly if the holders of these shares sell them or are perceived by the market as intending to sell them. These factors could also make it more difficult for us to raise additional funds through future offerings of our shares of common stock or other securities.

In addition, the Ordinary Shares reserved for future issuance under the Critical Metals Corp. 2024 Incentive Award Plan (the “Incentive Plan”) and the Critical Metals Corp. 2024 Employee Stock Purchase Plan (the “ESPP”) will become eligible for sale in the public market once those shares are issued, subject to provisions relating to various vesting agreements, lock-up agreements and, in some cases, limitations on volume and manner of sale by affiliates under Rule 144, as applicable. The number of shares initially reserved for future issuance under the Incentive Plan and ESPP equals 9,073,988 Ordinary Shares and 1,814,297 Ordinary Shares, respectively.

We expect to file one or more registration statements on Form S-8 under the Securities Act to register our Ordinary Shares or securities convertible into or exchangeable for our Ordinary Shares issued pursuant to our equity incentive plans. Any such Form S-8 registration statements will automatically become effective upon filing. Accordingly, shares registered under such registration statements will be available for sale in the open market. Our initial registration statement on Form S-8 registers 10,888,285 Ordinary Shares.

Certain existing securityholders purchased, or may purchase, our securities at a price below the current trading price of such securities, and may experience a positive rate of return based on the current trading price. Other investors may not experience a similar rate of return.

Certain of our shareholders, including some of the Selling Securityholders, acquired, or may acquire, Ordinary Shares at prices below the current trading price of our Ordinary Shares and may experience a positive rate of return based on the current trading price.

This prospectus relates to the offer and resale from time to time by the Selling Securityholders of up to 9,820,000 Ordinary Shares. Depending on the price, the public securityholders may have paid significantly more than the selling securityholders for any shares or Warrants they may have purchased in the open market based on variable market price.

CAPITALIZATION AND INDEBTEDNESS

The following table sets forth our total capitalization on an actual basis as of December 31, 2024, and on an as adjusted basis after giving effect to the transactions contemplated by the Purchase Agreement.

The information in this table should be read in conjunction with the financial statements and notes thereto and other financial information included in this prospectus, any prospectus supplement or incorporated by reference in this prospectus. Our historical results do not necessarily indicate our expected results for any future periods.

(USD \$)	Actual	As-Adjusted
Cash and cash equivalents	149,480	24,699,480
Equity:		
Share Capital	141,997,899	166,547,899
Unissued Share Capital	45,734,183	45,734,183
Reserves	56,989,260	56,989,260
Accumulated Deficit	(171,106,936)	(171,106,936)
Total Equity	73,614,406	98,164,406
Total Capitalization	73,614,406	98,164,406

USE OF PROCEEDS

All of the Ordinary Shares offered by the Selling Securityholders pursuant to this prospectus will be sold by the Selling Securityholders for their respective accounts. We will not receive any of the proceeds from such sales.

We will bear all costs, expenses and fees in connection with the registration of the Ordinary Shares offered by the Selling Securityholders pursuant to this prospectus, whereas the Selling Securityholders will bear all incremental selling expenses, including commissions, brokerage fees and other similar selling expenses.

We will, however, receive the proceeds from the exercise of PIPE Warrants to the extent such PIPE Warrants are exercised for cash. Each PIPE Warrant entitles the holder thereof to purchase one Ordinary Share at an initial exercise price of \$7.00 per Ordinary Share. We believe that the likelihood that a Selling Securityholder will determine to exercise their PIPE Warrants, and therefore the amount of cash proceeds that we would receive, is dependent upon the market price of our Ordinary Shares. If the market price for our Ordinary Shares is less than \$7.00 per share, we believe that the Selling Securityholders will be unlikely to exercise any of their PIPE Warrants, and accordingly, we will not receive any such proceeds. Conversely, we believe the Selling Securityholders are more likely to exercise their PIPE Warrants the higher the price of our Ordinary Shares is above \$7.00 per share. On March 31, 2025, the closing price of our Ordinary Shares was \$1.39 per share, which is below the exercise price of the PIPE Warrants. There is no assurance that the PIPE Warrants will be “in the money” prior to their expiration or that the Selling Securityholders will exercise their PIPE Warrants. To the extent that any PIPE Warrants are exercised on a cashless basis, the amount of cash we would receive from the exercise of the PIPE Warrants will decrease.

DIVIDEND POLICY

The Board will consider whether or not to institute a dividend policy. It is the present intention of the Board to retain any earnings for use in our business operations and, accordingly, the Board not anticipate declaring any dividends in the foreseeable future. The timing, declaration, amount and payment of future dividends to stockholders falls within the discretion of the Board. The Board's decisions regarding the amount and payment of future dividends will depend on many factors, including our financial condition, earnings, capital requirements of our business and covenants associated with debt obligations, as well as legal requirements, regulatory constraints, industry practice and other factors that the Board deems relevant.

DESCRIPTION OF ORDINARY SHARES AND WARRANTS

The Company is a BVI business company limited by shares and incorporated in the British Virgin Islands and its affairs are governed by its Articles and the BVI Companies Act (each as amended or modified from time to time).

As provided in the amended and restated Memorandum and Articles of Association of the Company (together, the “Articles”), subject to the BVI Companies Act, the Company has full capacity to carry on or undertake any business or activity, do any act or enter into any transaction, and, for such purposes, full rights, powers and privileges. The registered office of the Company is c/o Maples Corporate Services (BVI) Limited, PO Box 173, Road Town, Tortola, British Virgin Islands.

The Articles authorize the issuance of up to 500,000,000 shares, consisting of (a) 450,000,000 Ordinary Shares and (b) 50,000,000 preference shares. All outstanding Ordinary Shares are fully paid and non-assessable.

All options, regardless of grant dates, will entitle holders to an equivalent number of Ordinary Shares once the vesting and exercising conditions are met.

As of March 25, 2025, we had 98,602,178 Ordinary Shares issued and outstanding and 7,673,472 Public Warrants issued and outstanding. Our Ordinary Shares and Public Warrants are listed on Nasdaq under the symbols “CRML” and “CRMLW,” respectively.

We also have private warrants (including the PIPE Warrants) issued and outstanding as of the date of this prospectus that entitle the holders thereof to purchase an aggregate of 8,474,797 Ordinary Shares. Such private warrants are not listed on Nasdaq.

For a description of our Ordinary Shares and Public Warrants, including the rights and obligations attached thereto, please refer to Exhibit 2.5 to our Annual Report on Form 20-F for the year ended June 30, 2024, which is incorporated by reference herein.

PIPE Warrants

Pursuant to the Securities Purchase Agreements, Critical Metals issued to the applicable investor party thereto PIPE Warrants to purchase up to an aggregate of 4,910,000 Ordinary Shares. The PIPE Warrants are exercisable commencing on February 7, 2025 and will expire on February 7, 2029.

Each PIPE Warrant has an initial exercise price of \$7.00 per Ordinary Share. The exercise price and number of Ordinary Shares issuable on the exercise of the PIPE Warrants may be adjusted in certain circumstances, including the event of a stock dividend, subdivision or the occurrence of a merger, consolidation, reorganization, share exchange or similar corporate transaction.

At no time may a holder of a PIPE Warrant exercise such warrant if the number of Ordinary Shares to be issued pursuant to such exercise would exceed, when aggregated with all other Ordinary Shares owned by such holder and its affiliates at such time, the number of Ordinary Shares which would result in such holder and its affiliates beneficially owning (as determined in accordance with Section 13(d) of the Exchange Act and the rules thereunder) in excess of 9.99% of the then issued and outstanding Ordinary Shares.

No fractional Ordinary Shares will be issued in connection with any exercise of a PIPE Warrant, in lieu of such fractional shares, the Company shall, at its election, either pay a cash adjustment in respect of such final fraction in an amount equal to such fraction multiplied by the exercise price or round up to the next whole share.

Other Private Placement Warrants

February 2024 PIPE Warrants

Pursuant to separate subscription agreements (each, a “Subscription Agreement”) with certain funds affiliated with Empery Asset Management, LP (collectively, the “Feb. 2024 Investors”), at the closing of its business Combination (the “Closing”), Critical Metals issued to such investor warrants to purchase up to an aggregate of 1,000,000 Ordinary Shares (the “Feb. 2024 PIPE Warrants”). The Feb. 2024 PIPE Warrants are exercisable commencing on February 27, 2024 and expire on May 27, 2025.

Each Feb. 2024 PIPE Warrant had an initial exercise price of \$10.00 per Ordinary Share. The exercise price and number of Ordinary Shares issuable on the exercise of the Feb. 2024 PIPE Warrants may be adjusted in certain circumstances, including the event of a stock dividend, subdivision or the occurrence of a merger, consolidation, reorganization, share exchange or similar corporate transaction.

At no time may a holder of a Feb. 2024 PIPE Warrants exercise such warrant if the number of Ordinary Shares to be issued pursuant to such exercise would exceed, when aggregated with all other Ordinary Shares owned by such holder and its affiliates at such time, the number of Ordinary Shares which would result in such holder and its affiliates beneficially owning (as determined in accordance with Section 12(d) of the Exchange Act and the rules thereunder) in excess of 9.99% of the then issued and outstanding Ordinary Shares; *provided, however*, that such holder may waive the foregoing restriction by providing the Company with 61 days’ notice of such waiver; *provided, further*, that during the 61 day period prior to the expiration of the Feb. 2024 PIPE Warrant, the holder may waive compliance with the foregoing restriction at any time during such 61 day period.

No fractional Ordinary Shares will be issued in connection with any exercise of a Feb. 2024 PIPE Warrant, in lieu of such fractional shares, the Company shall round the number of shares to be issued upon exercise up to the nearest whole number of shares.

June 2024 Warrants

In addition, on June 16, 2024, the Company issued new warrants to the Feb. 2024 Investors that are exercisable for 1,000,000 Ordinary Shares (the “June 2024 Warrants”). The June 2024 Warrants had an exercise price of \$11.45 per share and will expire on June 18, 2029. The June 2024 Warrants otherwise have substantially similar terms to the Feb. 2024 PIPE Warrants.

Polar Warrants

At the Closing, Critical Metals issued to Polar Multi-Strategy Master Fund (“Polar”) warrants to purchase up to 350,000 Ordinary Shares (the “Polar Warrants”). The Polar Warrants are exercisable commencing on February 27, 2024 and expire on May 27, 2025.

The Polar Warrants had an initial exercise price of \$10.00 per Ordinary Share. The exercise price and number of Ordinary Shares issuable on the exercise of the Polar Warrants may be adjusted in certain circumstances, including the event of a stock dividend, subdivision or the occurrence of a merger, consolidation, reorganization, share exchange or similar corporate transaction.

At no time may a holder of a Polar Warrant exercise such warrant if the number of Ordinary Shares to be issued pursuant to such exercise would exceed, when aggregated with all Other Ordinary Shares owned by such holder and its affiliates at such time, the number of Ordinary Shares which would result in such holder and its affiliates beneficially owning (as determined in accordance with Section 12(d) of the Exchange Act and the rules thereunder) in excess of 9.99% of the then issued and outstanding Ordinary Shares; *provided, however*, that such holder may waive the foregoing restriction by providing the Company with 61 days’ notice of such waiver; *provided, further*, that during the 61 day period prior to the expiration of the Polar Warrant, the holder may waive compliance with the foregoing restriction at any time during such 61 day period.

No fractional Ordinary Shares will be issued in connection with any exercise of a Polar Warrant, in lieu of such fractional shares, the Company shall round the number of shares to be issued upon exercise up to the nearest whole number of shares.

GEM Warrants

Pursuant to the GEM Agreements, at the Closing, the GEM Investor was granted a warrant (the “GEM Warrant”) to purchase up to 1,814,797 Ordinary Shares. The GEM Warrants are exercisable commencing on February 27, 2024 and expire on February 27, 2027.

The GEM Warrants had an initial exercise price of \$10.71 per Ordinary Share. The exercise price and number of Ordinary Shares issuable on the exercise of the GEM Warrants may be adjusted in certain circumstances, including the event of a stock dividend, subdivision or the occurrence of a merger, consolidation, reorganization, share exchange or similar corporate transaction. The GEM Warrant can be exercised on a cashless basis in part or in whole at any time during the term. Any failure by us to timely transfer the Ordinary Shares under the GEM Warrant pursuant to GYBL’s exercise will entitle GYBL to compensation in addition to other remedies.

At no time may a holder of a GEM Warrant exercise such warrant if the number of Ordinary Shares to be issued pursuant to such exercise would exceed, when aggregated with all Other Ordinary Shares owned by such holder and its affiliates at such time, the number of Ordinary Shares which would result in such holder and its affiliates beneficially owning (as determined in accordance with Section 12(d) of the Exchange Act and the rules thereunder) in excess of 9.99% of the then issued and outstanding Ordinary Shares; *provided, however*, that such holder may waive the foregoing restriction by providing the Company with 61 days’ notice of such waiver; *provided, further*, that during the 61 day period prior to the expiration of the GEM Warrant, the holder may waive compliance with the foregoing restriction at any time during such 61 day period.

No fractional Ordinary Shares will be issued in connection with any exercise of a GEM Warrant, in lieu of such fractional shares, the Company shall round the number of shares to be issued upon exercise up to the nearest whole number of shares.

Warrant Price Resets

On February 27, 2025, the Company delivered a notice of price adjustment to the holders of the Feb. 2024 PIPE Warrants, the June 2024 Warrants, the Polar Warrants and the GEM Warrants. As a result of certain events, the exercise price of such warrants was adjusted to \$5.00 per share effective as of February 27, 2025.

The notice of adjustment does not impact the company’s Public Warrants that trade on Nasdaq under the symbol “CRMLW” or the PIPE Warrants. The exercise price of the Public Warrants and the PIPE Warrants remain at \$11.50 per share and \$7.00 per share, respectively, and are only subject to adjustment in accordance with the terms of such warrant.

SELLING SECURITYHOLDERS

This prospectus relates to the possible resale by the Selling Securityholders of up to 9,820,000 Ordinary Shares, consisting of (x) 4,910,000 Ordinary Shares and (y) 4,910,000 Ordinary Shares issuable upon exercise the PIPE Warrants.

The Selling Securityholders may offer and sell, from time to time, any or all of the Ordinary Shares being offered for resale pursuant to this prospectus. In this prospectus, the term “Selling Securityholders” includes (i) the entities identified in the table below (as such table may be amended from time to time by means of an amendment to the registration statement of which this prospectus forms a part or by a supplement to this prospectus) and (ii) any donees, pledgees, transferees or other successors-in-interest that acquire any of the PIPE Shares covered by this prospectus after the date of this prospectus from the named Selling Securityholders as a gift, pledge, partnership distribution or other non-sale related transfer.

The table below sets forth, as of the date of this prospectus, the name of the Selling Securityholders for which we are registering Ordinary Shares for resale to the public, and the number of Ordinary Shares that the Selling Securityholders may offer pursuant to this prospectus. In accordance with SEC rules, individuals and entities below are shown as having beneficial ownership over shares they own or have the right to acquire within 60 days, as well as shares for which they have the right to vote or dispose of such shares. Also in accordance with SEC rules, for purposes of calculating percentages of beneficial ownership, shares which a person has the right to acquire within 60 days are included both in that person’s beneficial ownership as well as in the total number of shares issued and outstanding used to calculate that person’s percentage ownership but not for purposes of calculating the percentage for other persons. In some cases, the same Ordinary Shares are reflected more than once in the table below because more than one holder may be deemed the beneficial owner of the same Ordinary Shares. We have based percentage ownership on 98,602,178 Ordinary Shares outstanding as of the date of this prospectus.

Because each Selling Securityholder may dispose of all, none or some portion of their PIPE Shares, no estimate can be given as to the number of securities that will be beneficially owned by a Selling Securityholder upon termination of this offering. For purposes of the table below, however, we have assumed that after termination of this offering none of the PIPE Shares covered by this prospectus will be beneficially owned by the Selling Securityholder and further assumed that the Selling Securityholders will not acquire beneficial ownership of any additional securities during the offering. Under the terms of the PIPE Warrants, a Selling Securityholder may not exercise the PIPE Warrants to the extent such exercise would cause such Selling Securityholder, together with its affiliates and attribution parties, to beneficially own a number of Ordinary Shares which would exceed 4.99% or 9.99%, as set forth in the PIPE Warrants of such selling stockholder, of our then outstanding Ordinary Shares following such exercise, excluding for purposes of such determination Ordinary Shares issuable upon exercise of the warrants which have not been exercised. The number of shares in the second column does not reflect this limitation. In addition, the Selling Securityholders may have sold, transferred or otherwise disposed of, or may sell, transfer or otherwise dispose of, at any time and from time to time, our securities in transactions exempt from the registration requirements of the Securities Act after the date on which the information in the table is presented.

Please see the section titled “*Plan of Distribution*” for further information regarding the Selling Securityholders’ method of distributing these PIPE Shares.

Unless otherwise noted, the business address of each of the following entities or individuals after the Business Combination is c/o Critical Metals Corp., Maples Corporate Services (BVI) Limited, Kingston Chambers, PO Box 173, Road Town, Tortola, British Virgin Islands.

Name and Address	Ordinary Shares Beneficially Owned Prior to This Offering	Percentage Ownership	Number of Ordinary Shares Being Offered(1)	Ordinary Shares Beneficially Owned After This Offering(2)	Percentage Ownership
3i, LP(3)	200,000	*	200,000	-	-
AKS Family Partners(4)	50,000	*	50,000	-	-
Alto Opportunity Master Fund, SPC - Segregated Master Portfolio B(5)	400,000	*	400,000	-	-
BoltRock Holdings, LLC(6)	800,000	*	800,000	-	-
Connective Capital I QP LP(7)	68,142	*	68,142	-	-
Connective Capital Emerging Energy QP LP(8)	131,858	*	131,858	-	-
ECMC Group, Inc.(9)	1,400,000	1.5%	1,400,000	-	-
EM Co-Investment Fund LP(10)	575,000	*	400,000	175,000	*
Funds Managed by Empery Asset Management, LP (11)	5,236,050	5.4%	400,000	4,836,050	5.0%
Flamingo Drive Partners LLC(12)	100,000	*	100,000	-	-
Hudson Bay Master Fund Ltd(13)	400,000	*	400,000	-	-
Indigo Capital L.P.(14)	100,000	*	100,000	-	-
Jess Mogul(15)	200,000	*	200,000	-	-
L1 Capital Global Opportunities Master Fund(16)	300,000	*	300,000	-	-
Linden Capital L.P.(17)	1,458,128	1.5%	1,000,000	458,128	*
Livello Capital Special Opportunities Master Fund LP(18)	200,000	*	200,000	-	-
Namco Realty LLC(19)	1,200,000	1.2%	1,200,000	-	-
Osher Capital Partners LLC(20)	100,000	*	100,000	-	-
RLH SPAC FUND LP(21)	30,000	*	30,000	-	-
Robert J. Eide(22)	50,000	*	50,000	-	-
Ronit Global Opportunities Master Fund Ltd.(23)	525,000	*	400,000	125,000	*
Saba Capital Income & Opportunities Fund (24)	144,646	*	101,056	43,590	*
Saba Capital Income & Opportunities Fund II(25)	77,338	*	77,338	-	-
Saba Capital Master Fund, Ltd.(26)	771,184	*	421,605	349,579	*
TQ Master Fund LP(27)	40,000	*	40,000	-	-
Warberg WF XII LP(28)	50,000	*	50,000	-	-
YA II PN, Ltd.(29)	1,200,000	1.2%	1,200,000	-	-

* Less than one percent.

- (1) The amounts set forth in this column are the number of PIPE Shares that may be offered by such Selling Securityholder using this prospectus. These amounts do not represent any other Ordinary Shares that the Selling Securityholder may own beneficially or otherwise.
- (2) Assumes the sale of all PIPE Shares being offered pursuant to this prospectus.
- (3) Consists of (i) 100,000 Ordinary Shares issued pursuant to the applicable Purchase Agreement and (ii) 100,000 Ordinary Shares underlying PIPE Warrants. 3i Management LLC is the general partner of 3i, LP, and Maier Joshua Tarlow is the manager of 3i Management LLC. As such, Mr. Tarlow exercises sole voting and investment discretion over securities beneficially owned directly or indirectly by 3i, LP and 3i Management LLC. Mr. Tarlow disclaims beneficial ownership of the securities beneficially owned directly by 3i, LP and indirectly by 3i Management LLC. The business address of each of the aforementioned parties is 2 Wooster Street, 2nd Floor, New York, NY 10013. We have been advised that none of Mr. Tarlow, 3i Management LLC, or 3i, LP is a member of the Financial Industry Regulatory Authority, or FINRA, or an independent broker-dealer, or an affiliate or associated person of a FINRA member or independent broker-dealer."

- (4) Includes (i) 25,000 Ordinary Shares issued pursuant to the applicable Purchase Agreement and (ii) 25,000 Ordinary Shares underlying PIPE Warrants. Adam Stern serves as General Partner of this Selling Securityholder and may be deemed to have voting and investment control with respect to the securities held by such Selling Securityholder. The address of this Selling Securityholder is 888-C 8th Avenue, Box 530, New York, NY 10019.
- (5) Consists of (i) 200,000 Ordinary Shares issued pursuant to the applicable Purchase Agreement and (ii) 200,000 Ordinary Shares underlying PIPE Warrants. The address of this Selling Securityholder is c/o Ayrton Capital, 55 Post Road West, 2nd Floor, Westport, CT 06880.
- (6) Consists of (i) 400,000 Ordinary Shares issued pursuant to the applicable Purchase Agreement and (ii) 400,000 Ordinary Shares underlying PIPE Warrants. The address of this Selling Securityholder is 712 Fifth Avenue, 22nd Floor, New York, NY 10019.
- (7) Consists of (i) 34,071 Ordinary Shares issued pursuant to the applicable Purchase Agreement and (ii) 34,071 Ordinary Shares underlying PIPE Warrants. The address of this Selling Securityholder is 720 University Avenue, Suite 100, Palo Alto, CA 94301.
- (8) Consists of (i) 65,929 Ordinary Shares issued pursuant to the applicable Purchase Agreement and (ii) 65,929 Ordinary Shares underlying PIPE Warrants. The address of this Selling Securityholder is 720 University Avenue, Suite 100, Palo Alto, CA 94301.
- (9) Includes (i) 700,000 Ordinary Shares issued pursuant to the applicable Purchase Agreement and (ii) 700,000 Ordinary Shares underlying PIPE Warrants. ECMC Group, Inc. is a 501(c)(3) non-profit exempt entity. ECMC Group, Inc.'s Chief Investment Officer, currently Gregory Van Guilder, and the ECMC Group, Inc. Board of Directors, currently comprised of James V. McKeon, Julia Gouw, Derek Langhauser, James Runcie, Paul Singh, Jennifer Anderson, Diana Ingram, Jack O'Connell and Dan Fisher, may be deemed to beneficially own the shares of common stock held by ECMC Group, Inc. Each of these individuals disclaims beneficial ownership of such shares. The address of ECMC Group, Inc. is 111 Washington Avenue, S. Suite 1400, Minneapolis, MN 55401.
- (10) Includes (i) 200,000 Ordinary Shares issued pursuant to the applicable Purchase Agreement and (ii) 200,000 Ordinary Shares underlying PIPE Warrants. Ronit Capital LLP may be deemed to have voting and investment power over the shares held by EM Co-Investment Fund LP. The business address of such holder is C/O Ronit Capital LLP, 20 North Audley Street, London, W1K 6WE, UK.
- (11) Includes (i) 200,000 Ordinary Shares issued pursuant to the applicable Purchase Agreement, (ii) 200,000 Ordinary Shares underlying PIPE Warrants and (iii) ordinary shares issuable upon the exercise of warrants held by the Selling Securityholder. Empery Asset Management LP, the authorized agent of Empery Asset Master Ltd ("EAM"), Empery Tax Efficient, LP ("ETE") and Empery Tax Efficient III, LP ("ETE III" and collectively with EAM and ETE, the "Empery Funds"), has discretionary authority to vote and dispose of the shares held by the Empery Funds and may be deemed to be the beneficial owner of these shares. Martin Hoe and Ryan Lane, in their capacity as investment managers of Empery Asset Management LP, may also be deemed to have investment discretion and voting power over the shares held by the Empery Funds. Each of the Empery Funds, Mr. Hoe and Mr. Lane each disclaim any beneficial ownership of these shares. The address of this Selling Securityholder is c/o Empery Asset Management, LP, One Rockefeller Plaza, Suite 1205, New York, NY 10020.

- (12) Consists of (i) 50,000 Ordinary Shares issued pursuant to the applicable Purchase Agreement and (ii) 50,000 Ordinary Shares underlying PIPE Warrants. Marc Lehmann, as Manager of the Selling Securityholder, may be deemed to have voting and investment control with respect to the securities held by such Selling Securityholder. The address of this Selling Securityholder is 300 W. 41st Street, Suite 202, Miami Beach, FL 33140.
- (13) Consists of (i) 200,000 Ordinary Shares issued pursuant to the applicable Purchase Agreement and (ii) 200,000 Ordinary Shares underlying PIPE Warrants. Hudson Bay Capital Management LP, the investment manager of Hudson Bay Master Fund Ltd., has voting and investment power over these securities. Sander Gerber is the managing member of Hudson Bay Capital GP LLC, which is the general partner of Hudson Bay Capital Management LP. Each of Hudson Bay Master Fund Ltd. and Sander Gerber disclaims beneficial ownership over these securities.
- (14) Consists of (i) 50,000 Ordinary Shares issued pursuant to the applicable Purchase Agreement and (ii) 50,000 Ordinary Shares underlying PIPE Warrants. Ronit Capital LLP may be deemed to have voting and investment power over the shares held by Indigo Capital L.P. The business address of such holder is C/O Ronit Capital LLP, 20 North Audley Street, London, W1K 6WE, UK.
- (15) Consists of (i) 100,000 Ordinary Shares issued pursuant to the applicable Purchase Agreement and (ii) 100,000 Ordinary Shares underlying PIPE Warrants. The address of this Selling Securityholder is 60 Front Street, Brooklyn, NY, 11201.
- (16) Consists of (i) 150,000 Ordinary Shares issued pursuant to the applicable Purchase Agreement and (ii) 150,000 Ordinary Shares underlying PIPE Warrants. Each of David Feldman and Joel Arber serve as Directors of the Selling Securityholder and may be deemed to have voting and investment control with respect to the securities held by such Selling Securityholder. Each of Mr. Feldman and Mr. Arber disclaims any beneficial ownership of the securities reported by such Selling Securityholder other than to the extent of any pecuniary interest such individual may have therein. The address of the Selling Securityholder is 161A Shedden Road, 1 Artillery Court, PO Box 10085, Grand Cayman KY1-1001, Cayman Islands.
- (17) Includes (i) 500,000 Ordinary Shares issued pursuant to the applicable Purchase Agreement and (ii) 500,000 Ordinary Shares underlying PIPE Warrants. The securities held by Linden Capital L.P. are indirectly held by Linden Advisors LP (the investment manager of Linden Capital L.P.), Linden GP LLC (the general partner of Linden Capital L.P.), and Mr. Siu Min (Joe) Wong (the principal owner and the controlling person of Linden Advisors LP and Linden GP LLC). Linden Capital L.P., Linden Advisors LP, Linden GP LLC and Mr. Wong share voting and dispositive power with respect to the securities held by Linden Capital L.P. The address of this Selling Securityholder is c/o Linden Advisors LP, 590 Madison Ave, 15th Floor, New York, NY 10022.
- (18) Consists of (i) 100,000 Ordinary Shares issued pursuant to the applicable Purchase Agreement and (ii) 100,000 Ordinary Shares underlying PIPE Warrants. The address of this Selling Securityholder is 104 West 40th Street, 19th Floor, New York, NY 10018.
- (19) Consists of (i) 600,000 Ordinary Shares issued pursuant to the applicable Purchase Agreement and (ii) 600,000 Ordinary Shares underlying PIPE Warrants. The address of this Selling Securityholder is 150 Great Neck Road, Suite 304, Great Neck, NY 11021.
- (20) Consists of (i) 50,000 Ordinary Shares issued pursuant to the applicable Purchase Agreement and (ii) 50,000 Ordinary Shares underlying PIPE Warrants. The address of this Selling Securityholder is 23 Tammy Road, Spring Valley, NY 10977.
- (21) Consists of (i) 15,000 Ordinary Shares issued pursuant to the applicable Purchase Agreement and (ii) 15,000 Ordinary Shares underlying PIPE Warrants. RLH Capital LLC, the investment adviser of RLH SPAC Fund LP, is controlled by its Chief Investment Officer, Louis Camhi, who, in such capacity has voting power and investment power with respect to the shares held by RLH SPAC Fund LP. The principal address of RLH SPAC Fund, LP is 119 Hicks Lane, Great Neck, NY 11024.
- (22) Consists of (i) 25,000 Ordinary Shares issued pursuant to the applicable Purchase Agreement and (ii) 25,000 Ordinary Shares underlying PIPE Warrants. The address of this Selling Securityholder is One Broadcast Plaza, Merrick, NY 11566.

- (23) Includes (i) 200,000 Ordinary Shares issued pursuant to the applicable Purchase Agreement and (ii) 200,000 Ordinary Shares underlying PIPE Warrants. Ronit Capital LLP may be deemed to have voting and investment power over the shares held by Ronit Global Opportunities Master Fund Limited. The business address of such holder is C/O Ronit Capital LLP, 20 North Audley Street, London, W1K 6WE, UK.
- (24) Consists of (i) 50,528 Ordinary Shares issued pursuant to the applicable Purchase Agreement, (ii) 50,528 Ordinary Shares underlying PIPE Warrants and (iii) 43,590 ordinary shares issuable upon the exercise of warrants to purchase Ordinary. Saba Capital Income & Opportunities Fund is managed by Saba Capital Management, LP (“Saba Capital”). Boaz R. Weinstein is the Chief Investment Officer of Saba Capital and may be deemed to have voting and investment control with respect to the securities held by such Selling Securityholder. Mr. Weinstein disclaims any beneficial ownership of the securities reported by such Selling Securityholder other than to the extent of any pecuniary interest Mr. Weinstein may have therein. The address of this Selling Securityholder is c/o Saba Capital Management, L.P., 405 Lexington Avenue, 58th Floor, New York, NY 10174.
- (25) Consists of (i) 38,669 Ordinary Shares issued pursuant to the applicable Purchase Agreement and (ii) 38,669 Ordinary Shares underlying PIPE Warrants Saba Capital Income & Opportunities Fund II is managed by Saba Capital. Boaz R. Weinstein is the Chief Investment Officer of Saba Capital and may be deemed to have voting and investment control with respect to the securities held by such Selling Securityholder. Mr. Weinstein disclaims any beneficial ownership of the securities reported by such Selling Securityholder other than to the extent of any pecuniary interest Mr. Weinstein may have therein. The address of this Selling Securityholder is c/o Saba Capital Management, L.P., 405 Lexington Avenue, 58th Floor, New York, NY 10174.
- (26) Consists of (i) 210,803 Ordinary Shares issued pursuant to the applicable Purchase Agreement, (ii) 210,803 Ordinary Shares underlying PIPE Warrants and (iii) 349,579 ordinary shares issuable upon the exercise of warrants to purchase Ordinary. Saba Capital Master Fund Ltd. is managed by Saba Capital. Boaz R. Weinstein is the Chief Investment Officer of Saba Capital and may be deemed to have voting and investment control with respect to the securities held by such Selling Securityholder. Mr. Weinstein disclaims any beneficial ownership of the securities reported by such Selling Securityholder other than to the extent of any pecuniary interest Mr. Weinstein may have therein. The address of this Selling Securityholder is c/o Saba Capital Management, L.P., 405 Lexington Avenue, 58th Floor, New York, NY 10174.
- (27) Consists of (i) 20,000 Ordinary Shares issued pursuant to the applicable Purchase Agreement and (ii) 20,000 Ordinary Shares underlying PIPE Warrants. RLH Capital LLC (“RLH”) is a sub-advisor to this Selling Securityholder. Each of Louis Camhi, as Portfolio Manager of RLH, and Peter Bremberg, as Chief Investment Officer to the Selling Securityholder, may be deemed to have voting and investment control with respect to the securities held by such Selling Securityholder. Each of Mr. Camhi and Mr. Bremberg disclaim any beneficial ownership of the securities reported by such Selling Securityholder other than to the extent of any pecuniary interest such individual may have therein. The address for this Selling Securityholder is c/o The Quarry LP, 331 Park Avenue South, 3rd Floor, New York, NY 10010.
- (28) Consists of (i) 25,000 Ordinary Shares issued pursuant to the applicable Purchase Agreement and (ii) 25,000 Ordinary Shares underlying PIPE Warrants. Daniel Warsh serves as the Managing Partner of Warberg Asset Management, the general partner of Warberg WF XII LP, and may be deemed to have voting and investment control with respect to the securities held by such Selling Securityholder. Mr. Warsh disclaims any beneficial ownership of the securities reported by such Selling Securityholder other than to the extent of any pecuniary interest such individual may have therein. The principal address of Warberg WF XII LP is 716 Oak St., Winnetka, IL, 60093.
- (29) Includes (i) 600,000 Ordinary Shares issued pursuant to the applicable Purchase Agreement and (ii) 600,000 Ordinary Shares underlying PIPE Warrants. YA II PN, Ltd. is managed by Yorkville Advisors Global, LP (“Yorkville LP”). Yorkville Advisors Global II, LLC (“Yorkville LLC”) is the General Partner of Yorkville LP. All investment decisions for YA II PN, Ltd. are made by Yorkville LLC’s President and Managing Member, Mr. Mark Angelo. The business address of YA II PN, Ltd. is 1012 Springfield Avenue, Mountainside, NJ 07092.

PLAN OF DISTRIBUTION

The Selling Securityholders, which as used here includes donees, pledgees, transferees or other successors-in-interest selling Ordinary Shares or interests in Ordinary Shares received after the date of this prospectus from a Selling Securityholder as a gift, pledge, partnership distribution or other transfer, may, from time to time, sell, transfer or otherwise dispose of any or all of their Ordinary Shares or interests in Ordinary Shares on any stock exchange, market or trading facility on which the Ordinary Shares are traded or in private transactions. These dispositions may be at fixed prices, at prevailing market prices at the time of sale, at prices related to the prevailing market price, at varying prices determined at the time of sale, or at negotiated prices.

The Selling Securityholders may use any one or more of the following methods when disposing of Ordinary Shares or interests therein:

- ordinary brokerage transactions and transactions in which the broker-dealer solicits purchasers;
- block trades in which the broker-dealer will attempt to sell the securities as agent, but may position and resell a portion of the block as principal to facilitate the transaction;
- purchases by a broker-dealer as principal and resale by the broker-dealer for their account;
- an exchange distribution in accordance with the rules of the applicable exchange;
- privately negotiated transactions;
- short sales effected after the date the registration statement of which this prospectus is a part is declared effective by the SEC;
- through the writing or settlement of options or other hedging transactions, whether through an options exchange or otherwise;
- broker-dealers or other financial intermediaries may agree with the Selling Securityholders to sell a specified number of such shares at a stipulated price per share;
- a combination of any such methods of sale; and
- any other method permitted by applicable law.

The Selling Securityholders may, from time to time, pledge or grant a security interest in some or all of the Ordinary Shares owned by them and, if they default in the performance of their secured obligations, the pledgees or secured parties may offer and sell the Ordinary Shares, from time to time, under this prospectus or under an amendment to this prospectus under Rule 424(b)(3) or other applicable provision of the Securities Act amending the list of Selling Securityholders to include the pledgee, transfer or other successors in interest as Selling Securityholders under this prospectus. The Selling Securityholders also may transfer the Ordinary Shares in other circumstances, in which case the transferees, pledgees or other successors in interest will be the selling beneficial owners for purposes of this prospectus.

The Selling Securityholders may also sell PIPE Shares under Rule 144 under the Securities Act, if available, or in other transactions exempt from registration. Each of the Selling Securityholders reserves the right to accept and, together with their agents from time to time, to reject, in whole or in part, any proposed purchase of Ordinary Shares to be made directly or through agents. We will not receive any of the proceeds from this offering. Upon exercise of the PIPE Warrants by payment of cash, however, we will receive the exercise price of the PIPE Warrants.

Broker-dealers engaged by the Selling Securityholders may arrange for other brokers-dealers to participate in sales. Broker-dealers may receive commissions or discounts from the Selling Securityholders (or, if any broker-dealer acts as agent for the purchaser of securities, from the purchaser) in amounts to be negotiated, but, except as set forth in a supplement to this prospectus, in the case of an agency transaction not in excess of a customary brokerage commission in compliance with FINRA Rule 2121; and in the case of a principal transaction a markup or markdown in compliance with FINRA Rule 2121.

In connection with the sale of our Ordinary Shares or interests therein, the Selling Securityholders may enter into hedging transactions with broker-dealers or other financial institutions, which may in turn engage in short sales of the Ordinary Shares in the course of hedging the positions they assume. The Selling Securityholders may also sell Ordinary Shares short and deliver these securities to close out their short positions, or loan or pledge the Ordinary Shares to broker-dealers that in turn may sell these securities. The Selling Securityholders may also enter into option or other transactions with broker-dealers or other financial institutions or the creation of one or more derivative securities which require the delivery to such broker-dealer or other financial institution of Ordinary Shares offered by this prospectus, which Ordinary Shares such broker-dealer or other financial institution may resell pursuant to this prospectus (as supplemented or amended to reflect such transaction).

The Selling Securityholders and any underwriters, broker-dealers or agents that participate in the sale of Ordinary Shares or interests therein may be “underwriters” within the meaning of Section 2(11) of the Securities Act. Any discounts, commissions, concessions or profit they earn on any resale of the shares may be underwriting discounts and commissions under the Securities Act. Selling securityholders who are “underwriters” within the meaning of Section 2(11) of the Securities Act will be subject to the prospectus delivery requirements of the Securities Act.

In addition, a Selling Securityholder that is an entity may elect to make a pro rata in-kind distribution of securities to its members, partners or stockholders pursuant to the registration statement of which this prospectus is a part by delivering a prospectus with a plan of distribution. Such members, partners or stockholders would thereby receive freely tradeable securities pursuant to the distribution through a registration statement.

To the extent required, the Ordinary Shares to be sold, the names of the Selling Securityholders, the respective purchase prices and public offering prices, the names of any agents, dealer or underwriter, any applicable commissions or discounts with respect to a particular offer will be set forth in an accompanying prospectus supplement or, if appropriate, a post-effective amendment to the registration statement that includes this prospectus.

In order to comply with the securities laws of some states, if applicable, the Ordinary Shares may be sold in these jurisdictions only through registered or licensed brokers or dealers. In addition, in some states the Ordinary Shares may not be sold unless they have been registered or qualified for sale or an exemption from registration or qualification requirements is available and is complied with.

Under applicable rules and regulations under the Exchange Act, any person engaged in the distribution of the resale securities may not simultaneously engage in market making activities with respect to the Ordinary Shares for the applicable restricted period, as defined in Regulation M, prior to the commencement of the distribution. In addition, the Selling Securityholders will be subject to applicable provisions of the Exchange Act and the rules and regulations thereunder, including Regulation M, which may limit the timing of purchases and sales of the Ordinary Shares by the Selling Securityholders or any other person. We will make copies of this prospectus available to the Selling Securityholders and have informed them of the need to deliver a copy of this prospectus to each purchaser at or prior to the time of the sale (including by compliance with Rule 172 under the Securities Act).

We have agreed to indemnify the Selling Securityholders against liabilities, including liabilities under the Securities Act and state securities laws, relating to the registration of the Ordinary Shares offered by this prospectus.

We have agreed with the Selling Securityholders to keep the registration statement of which this prospectus constitutes a part effective until the earlier of (i) the date on which the securities may be resold by the Selling Securityholders without registration and without regard to any volume or manner-of-sale limitations by reason of Rule 144, without the requirement for the Company to be in compliance with the current public information under Rule 144 under the Securities Act or any other rule of similar effect or (ii) all of the securities have been sold pursuant to this prospectus or Rule 144 under the Securities Act or any other rule of similar effect. The resale securities will be sold only through registered or licensed brokers or dealers if required under applicable state securities laws. In addition, in certain states, the resale securities covered hereby may not be sold unless they have been registered or qualified for sale in the applicable state or an exemption from the registration or qualification requirement is available and is complied with.

MATERIAL U.S. FEDERAL INCOME TAX CONSIDERATIONS

The following discussion is a summary of certain material U.S. federal income tax considerations to U.S. Holders (as defined below) of the ownership and disposition of Ordinary Shares that are being offered pursuant to this prospectus. This discussion applies only to U.S. Holders that hold their Ordinary Shares as “capital assets” within the meaning of Section 1221 of the U.S. Internal Revenue Code of 1986, as amended (the “**Code**”). (generally, property held for investment). The following does not purport to be a complete analysis of all potential tax effects arising in connection with the ownership and disposition of Ordinary Shares. The effects of U.S. federal tax laws other than U.S. federal income tax laws, such as estate and gift tax laws, and U.S. state, local and non-U.S. tax laws are not discussed.

This discussion does not address all U.S. federal income tax considerations that may be relevant to any particular investor’s particular circumstances, including the impact of the Medicare contribution tax on net investment income and the alternative minimum tax, or to investors subject to special rules under U.S. federal income tax laws, including, without limitation:

- banks, insurance companies, and certain other financial institutions;
- regulated investment companies and real estate investment trusts;
- brokers, dealers or traders in securities;
- traders in securities that elect to mark to market;
- tax-exempt organizations or governmental organizations;
- U.S. expatriates and former citizens or long-term residents of the United States;
- persons holding Ordinary Shares as part of a hedge, straddle, wash sale, constructive sale, or other risk reduction strategy or as part of a conversion transaction or other integrated or similar transaction;
- persons subject to special tax accounting rules as a result of any item of gross income with respect to Ordinary Shares being taken into account in an applicable financial statement;
- except as specifically provided below, persons that actually or constructively own five percent or more (by vote or value) of the Company’s shares;
- “controlled foreign corporations,” “passive foreign investment companies,” and corporations that accumulate earnings to avoid U.S. federal income tax;
- S corporations, partnerships or other entities or arrangements treated as partnerships or other flow-through entities for U.S. federal income tax purposes (and investors therein);
- U.S. Holders having a functional currency other than the U.S. dollar;
- persons who hold or received Ordinary Shares pursuant to the exercise of any employee stock option or otherwise as compensation; and
- tax-qualified retirement plans.

If an entity or arrangement treated as a partnership or other pass-through entity for U.S. federal income tax purposes is a beneficial owner of Ordinary Shares, the tax treatment of a partner, member, or other beneficial owner of such partnership or other pass-through entity will depend on the status of such partner, member, or other beneficial owner, the activities of the partnership or other pass-through entity and certain determinations made at the owner level. Accordingly, partnerships and other pass-through entities and the partners, members, and other beneficial owners of such partnerships and other pass-through entities should consult their tax advisors regarding the U.S. federal income tax consequences to them of the ownership and disposition of the Company’s securities.

This discussion is based on the Code, U.S. Treasury regulations promulgated thereunder, judicial decisions, and published rulings and administrative pronouncements of the U.S. Internal Revenue Service (“**IRS**”), in each case in effect as of the date hereof. These authorities are subject to change or to differing interpretations. Any such change or differing interpretation may be applied retroactively or otherwise have retroactive effect in a manner that could adversely affect the tax consequences discussed below. The Company has not sought, and it does not intend to seek, any rulings from the IRS regarding the matters discussed below. There can be no assurance that the IRS will not take, or a court will not sustain, a position contrary to any of the tax considerations discussed below.

THIS DISCUSSION IS ONLY A SUMMARY OF CERTAIN U.S. FEDERAL INCOME TAX CONSIDERATIONS ASSOCIATED WITH THE OWNERSHIP AND DISPOSITION OF ORDINARY SHARES. EACH INVESTOR IN ORDINARY SHARES IS URGED TO CONSULT ITS OWN TAX ADVISOR WITH RESPECT TO THE PARTICULAR TAX CONSEQUENCES TO SUCH INVESTOR OF THE ACQUISITION, OWNERSHIP AND DISPOSITION OF ORDINARY SHARES, INCLUDING THE APPLICABILITY AND EFFECT OF ANY U.S. FEDERAL, STATE AND LOCAL, AND NON-U.S. TAX LAWS, AS WELL AS UNDER ANY APPLICABLE TAX TREATY, AND POSSIBLE CHANGES IN TAX LAW.

For purposes of this discussion, a “U.S. Holder” is a beneficial owner of Ordinary Shares, who or that is, for U.S. federal income tax purposes:

- an individual who is a U.S. citizen or resident of the United States;
- a corporation created or organized in or under the laws of the United States, any state thereof or the District of Columbia;
- an estate the income of which is includible in gross income for U.S. federal income tax purposes regardless of its source; or
- a trust (A) the administration of which is subject to the primary supervision of a U.S. court and which has one or more U.S. persons (within the meaning of the Code) who have the authority to control all substantial decisions of the trust or (B) that has in effect a valid election under applicable U.S. Treasury regulations to be treated as a U.S. person.

Dividends and Other Distributions on Ordinary Shares

Subject to the passive foreign investment company (“**PFIC**”) rules discussed below under the heading “— *Passive Foreign Investment Company Rules*,” the gross amount of distributions, i.e., before reduction for withholding taxes, if any, (other than certain distributions of shares of the Company or rights to acquire shares of the Company) on the Ordinary Shares will generally be taxable as a dividend for U.S. federal income tax purposes to the extent paid from the Company’s current or accumulated earnings and profits, as determined under U.S. federal income tax principles. Such dividends generally will be includable in a U.S. Holder’s income in the year actually or constructively received by such U.S. Holder. Distributions in excess of the Company’s current and accumulated earnings and profits will constitute a return of capital that will be applied against and reduce (but not below zero) the U.S. Holder’s adjusted tax basis in its Ordinary Shares. Any remaining excess will be treated as gain realized on the sale or other disposition of the Ordinary Shares and will be treated as described below under the heading “— *Gain or Loss on Sale, Taxable Exchange or Other Taxable Disposition of Ordinary Shares*.”

Amounts treated as dividends that the Company pays to a U.S. Holder that is treated as a corporation for U.S. federal income tax purposes generally will be taxed at regular rates and will not qualify for the dividends received deduction generally allowed to domestic corporations in respect of dividends received from other domestic corporations. With respect to non-corporate U.S. Holders, under tax laws currently in effect and subject to certain exceptions (including, but not limited to, dividends treated as investment income for purposes of investment interest deduction limitations), dividends generally will be taxed at the lower applicable long-term capital gains rate only if the Ordinary Shares are readily tradable on an established securities market in the United States (such as Nasdaq) or the Company is eligible for benefits under an applicable tax treaty with the United States meeting certain requirements (for this purpose, the United States Treasury Department has determined that the United States-UK income tax treaty meets these requirements), and, in each case, the Company is not treated as a PFIC with respect to such U.S. Holder for the taxable year in which the dividend was paid or for the preceding year and provided certain holding period requirements are met. There can be no assurance that the Ordinary Shares will be considered readily tradable on an established securities market in any year. In addition, there can be no assurance that the Company will not be treated as a PFIC with respect to a U.S. Holder for any taxable year (see the discussion below under the heading “— *Passive Foreign Investment Company Rules*”). U.S. Holders should consult their tax advisors regarding the availability of such lower rate for any dividends paid with respect to the Ordinary Shares.

Subject to certain conditions and limitations, non-refundable non-U.S. taxes (at a rate not in excess of any applicable tax treaty rate), if any, withheld on dividends paid by the Company may be treated as foreign taxes eligible for credit against a U.S. Holder’s U.S. federal income tax liability under the U.S. foreign tax credit rules. For purposes of calculating the U.S. foreign tax credit, dividends paid on Ordinary Shares will generally be treated as income from sources outside the United States and will generally constitute passive category income. In lieu of claiming a foreign tax credit, a U.S. Holder may deduct any non-U.S. income tax imposed with respect to their Ordinary Shares in computing their taxable income, subject to generally applicable limitations under U.S. federal income tax law. However, the rules governing a U.S. Holder’s ability to claim a U.S. foreign tax credit or deduction are complex. U.S. Holders should consult their tax advisors regarding the availability of the U.S. foreign tax credit or deduction under their particular circumstances.

Gain or Loss on Sale, Taxable Exchange or Other Taxable Disposition of Ordinary Shares

Subject to the PFIC rules discussed below under the heading “— *Passive Foreign Investment Company Rules*,” upon any sale, taxable exchange or other taxable disposition of Ordinary Shares, a U.S. Holder generally will recognize gain or loss in an amount equal to the difference between (i) the amount realized (i.e., sum of the amount of cash and the fair market value of any other property received in such sale, taxable exchange or other taxable disposition, in each case before reduction for withholding taxes, if any) and (ii) the U.S. Holder’s adjusted tax basis in such Ordinary Shares. Any such gain or loss generally will be capital gain or loss and will be long-term capital gain or loss if the U.S. Holder’s holding period for such Ordinary Shares exceeds one year. Long-term capital gain realized by a non-corporate U.S. Holder generally will be taxable at a reduced rate. The deductibility of capital losses is subject to limitations. This gain or loss generally will be treated as U.S. source gain or loss for U.S. foreign tax credit purposes.

Passive Foreign Investment Company Rules

The treatment of U.S. Holders of Ordinary Shares could be materially different from that described above if the Company is treated as a PFIC for U.S. federal income tax purposes.

A foreign (i.e., non-U.S.) corporation will be classified as a PFIC for U.S. federal income tax purposes if either (i) at least 75% of its gross income in a taxable year, including its pro rata share of the gross income of any corporation in which it is considered to own at least 25% of the shares by value, is passive income or (ii) at least 50% of its assets in a taxable year (ordinarily determined based on fair market value and averaged quarterly over the year), including its pro rata share of the assets of any corporation in which it is considered to own at least 25% of the shares by value, are held for the production of, or produce, passive income. Passive income generally includes dividends, interest, rents and royalties (other than rents or royalties derived from the active conduct of a trade or business) and gains from the disposition of passive assets.

As of the date hereof, the Company has not made a determination as to its PFIC status for its mostly recently ended taxable year or any other taxable year. Whether the Company is a PFIC is determined on an annual basis. The determination of whether the Company is a PFIC is a factual determination that depends on, among other things, the composition of the Company’s income and assets, and the market value of its shares and assets, including the composition of income and assets and the market value of shares and assets of certain subsidiaries, from time to time, and thus the determination can only be made annually after the close of each taxable year. Thus, no assurance can be given as to whether the Company will be a PFIC in its current taxable year or for any future taxable year. In addition, the Company’s U.S. counsel expresses no opinion with respect to the Company’s PFIC status for any taxable year.

Although the Company’s PFIC status is determined annually, a determination that the Company is a PFIC in a particular taxable year will generally apply for subsequent years to a U.S. Holder who held (or is deemed to have held) Ordinary Shares while the Company was a PFIC, whether or not the Company meets the test for PFIC status in those subsequent years.

If the Company is determined to be a PFIC for any taxable year (or portion thereof) that is included in the holding period of a U.S. Holder of Ordinary Shares and the U.S. Holder did not make either a qualified electing fund (“QEF”) election or mark-to-market election, as further discussed below, for the first taxable year in which the Company was treated as a PFIC and in which the U.S. Holder held (or is deemed to have held) such shares or otherwise, such U.S. Holder generally will be subject to special and adverse rules with respect to (i) any gain recognized by the U.S. Holder on the sale or other disposition of its Ordinary Shares (which may include gain realized by reason of transfers of Ordinary Shares that would otherwise qualify as nonrecognition transactions for U.S. federal income tax purposes) and (ii) any “excess distribution” made to the U.S. Holder (generally, any distributions to such U.S. Holder during a taxable year of the U.S. Holder that are greater than 125% of the average annual distributions received by such U.S. Holder in respect of the Ordinary Shares during the three preceding taxable years of such U.S. Holder or, if shorter, the portion of such U.S. Holder’s holding period for the Ordinary Shares that preceded the taxable year of the distribution) (together, the “*excess distribution rules*”).

Under these excess distribution rules:

- the U.S. Holder’s gain or excess distribution will be allocated ratably over the U.S. Holder’s holding period for the Ordinary Shares;
- the amount allocated to the U.S. Holder’s taxable year in which the U.S. Holder recognized the gain or received the excess distribution, or to the period in the U.S. Holder’s holding period before the first day of the Company’s first taxable year in which the Company is a PFIC, will be taxed as ordinary income;
- the amount allocated to each other taxable year (or portion thereof) of the U.S. Holder and included in its holding period will be taxed at the highest tax rate in effect for that year and applicable to the U.S. Holder without regard to the U.S. Holder’s other items of income and loss; and
- an additional tax equal to the interest charge generally applicable to underpayments of tax will be imposed on the U.S. Holder with respect to the tax attributable to each such other taxable year (or portion thereof) of the U.S. Holder without regard to the U.S. Holder’s other items of income and loss.

In general, if the Company is determined to be a PFIC, a U.S. Holder may be able to avoid the excess distribution rules described above in respect of the Ordinary Shares by making and maintaining a timely and valid QEF election (if eligible to do so) to include in income its pro rata share of the Company’s net capital gains (as long-term capital gain) and other earnings and profits (as ordinary income), on a current basis, in each case whether or not distributed, in the taxable year of the U.S. Holder in which or with which the Company’s taxable year ends. A U.S. Holder generally may make a separate election to defer the payment of taxes on undistributed income inclusions under the QEF rules, but if deferred, any such taxes will be subject to an interest charge.

If a U.S. Holder makes a QEF election with respect to its Ordinary Shares for any taxable year but did not make a QEF election for the Company’s first taxable year as a PFIC in which the U.S. Holder held (or is deemed to have held) Ordinary Shares, then notwithstanding such QEF election, the excess distribution rules discussed above, adjusted to take into account the current income inclusions resulting from the QEF election, will continue to apply with respect to such U.S. Holder’s Ordinary Shares, unless the U.S. Holder makes a purging election under the PFIC rules. Under one type of purging election, the U.S. Holder will be deemed to have sold such Ordinary Shares at their fair market value and any gain recognized on such deemed sale will be treated as an excess distribution, as described above. As a result of such purging election, the U.S. Holder will have additional basis (to the extent of any gain recognized on the deemed sale) and, solely for purposes of the PFIC rules, a new holding period in the Ordinary Shares.

The QEF election is made on a shareholder-by-shareholder basis and, once made, can be revoked only with the consent of the IRS. A U.S. Holder generally makes a QEF election by attaching a completed IRS Form 8621 (Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund), including the information provided in a PFIC annual information statement, to a timely filed U.S. federal income tax return for the tax year to which the election relates. Retroactive QEF elections generally may be made only by filing a protective statement with such return and if certain other conditions are met or with the consent of the IRS. U.S. Holders should consult their tax advisors regarding the availability and tax consequences of a retroactive QEF election under their particular circumstances.

If a U.S. Holder has made a QEF election with respect to their Ordinary Shares, and the excess distribution rules discussed above do not apply to such shares (because of a timely QEF election for the Company's first taxable year as a PFIC in which the U.S. Holder holds (or is deemed to hold) such shares or a purge of the PFIC taint pursuant to a purging election, as described above), any gain recognized on the sale of Ordinary Shares generally will be taxable as capital gain and no additional tax or interest charge will be imposed under the excess distribution rules. As discussed above, if the Company were a PFIC for any taxable year, a U.S. Holder of Ordinary Shares that has made a QEF election will be currently taxed on its pro rata share of the Company's earnings and profits, whether or not distributed for such year. A subsequent distribution of such earnings and profits that were previously included in income generally should not be taxable when distributed to such U.S. Holder. The tax basis of a U.S. Holder's shares in a QEF will be increased by amounts that are included in income, and decreased by amounts distributed but not taxed as dividends, under the above rules. In addition, if the Company were not a PFIC for any taxable year, such U.S. Holder will not be subject to the QEF inclusion regime with respect to its Ordinary Shares for any such taxable year.

In order to comply with the requirements of a QEF election, a U.S. Holder must receive a PFIC Annual Information Statement from the Company that provides the information necessary for U.S. Holders to make or maintain a QEF election. There can be no assurance that the Company will have timely knowledge of its status as a PFIC in the future or that the Company will timely provide such information for any year. The failure to provide such information on an annual basis could prevent a U.S. Holder from making a QEF election or result in the invalidation or termination of a U.S. Holder's prior QEF election.

Alternatively, if the Company is a PFIC and the Ordinary Shares constitute "marketable stock," a U.S. Holder who owns (or is treated as owning for purposes of this rule) Ordinary Shares at the close of its taxable year may avoid the application of the excess distribution rules discussed above if such U.S. Holder makes a "mark-to-market" election with respect to such Ordinary Shares for the first taxable year (x) in which it holds (or is deemed to hold) Ordinary Shares and (y) for which the Company is determined to be a PFIC. Such U.S. Holder generally will include for each of its taxable years as ordinary income the excess, if any, of the fair market value of its Ordinary Shares at the end of such year over its adjusted basis in its Ordinary Shares. The U.S. Holder also will recognize an ordinary loss in respect of the excess, if any, of its adjusted basis of its Ordinary Shares over the fair market value of its Ordinary Shares at the end of its taxable year (but only to the extent of the net amount of previously included income as a result of the mark-to-market election). The U.S. Holder's basis in its Ordinary Shares will be adjusted to reflect any such income or loss amounts. Any further gain recognized on a sale or other taxable disposition of its Ordinary Shares will be treated as ordinary income, and any further loss recognized will be treated as ordinary loss (but only to the extent of the net amount of income previously included as a result of a mark-to-market election, and any loss in excess of such prior inclusions generally would be treated as capital loss).

The mark-to-market election is available only for "marketable stock," generally, stock that is regularly traded on a national securities exchange that is registered with the Securities and Exchange Commission, including Nasdaq, or on a foreign exchange or market that is regulated or supervised by a governmental authority of the country in which such exchange or market is located and meets certain other requirements. If made, a mark-to-market election would be effective for the taxable year for which the election was made and for all subsequent taxable years unless the Ordinary Shares cease to qualify as "marketable stock" for purposes of the PFIC rules or the IRS consents to the revocation of the election. U.S. Holders are urged to consult their tax advisors regarding the availability and tax consequences of a mark-to-market election with respect to Ordinary Shares under their particular circumstances.

If the Company is a PFIC and, at any time, the Company has a foreign subsidiary that is classified as a PFIC (such foreign subsidiary, a "**lower-tier PFIC**"), a U.S. Holder generally would be deemed to own a proportionate amount of the shares of such lower-tier PFIC, and generally could incur liability for the deferred tax and interest charge under the excess distribution rules described above if the Company receives a distribution from, or disposes of all or part of its interest in, the lower-tier PFIC, or the U.S. Holder otherwise was deemed to have disposed of an interest in the lower-tier PFIC. There can be no assurance that the Company will have timely knowledge of the status of any lower-tier PFIC or provide information that may be required for a U.S. Holder to make or maintain a QEF election with respect to such lower-tier PFIC. A mark-to-market election generally would not be available with respect to any lower-tier PFIC.

A U.S. Holder that owns (or is deemed to own) shares in a PFIC during any taxable year of the U.S. Holder, may have to file an IRS Form 8621 (whether or not a QEF or mark-to-market election is made) and to provide such other information as may be required by the U.S. Treasury Department. Failure to do so, if required, will extend the statute of limitations applicable to such U.S. Holder until such required information is furnished to the IRS.

The rules dealing with PFICs and with the QEF, purging and mark-to-market elections are very complex and are affected by various factors in addition to those described above. Accordingly, U.S. Holders of Ordinary Shares are urged to consult their own tax advisors concerning the application of the PFIC rules to the Company's securities under their particular circumstances.

Foreign Asset Reporting

Certain U.S. Holders may be required to file an IRS Form 926 (Return by a U.S. Transferor of Property to a Foreign Corporation) to report a transfer of property (including cash) to the Company. Substantial penalties may be imposed on a U.S. Holder that fails to comply with this reporting requirement, and the period of limitations on assessment and collection of U.S. federal income taxes will be extended in the event of a failure to comply. Furthermore, certain U.S. Holders are required to report their holdings of certain specified foreign financial assets, including equity of foreign entities, if the aggregate value of all of these assets exceeds certain threshold amounts, by filing IRS Form 8938 with their federal income tax return. Ordinary Shares are expected to constitute foreign financial assets subject to these requirements unless the Ordinary Shares are held in an account maintained at certain financial institutions. Persons who are required to report specified foreign financial assets and fail to do so may be subject to substantial penalties, and the period of limitations on assessment and collection of U.S. federal income taxes may be extended in the event of a failure to comply. U.S. Holders are urged to consult their tax advisors regarding their information reporting obligations, if any, with respect to their ownership and disposition of Ordinary Shares and the significant penalties for non-compliance.

Information Reporting and Backup Withholding

Dividend payments with respect to Ordinary Shares and proceeds from the sale or exchange of Ordinary Shares may be subject to information reporting to the IRS and possible U.S. backup withholding. Backup withholding will not apply, however, to a U.S. Holder who furnishes a correct taxpayer identification number and makes other required certifications, or who is otherwise exempt from backup withholding and establishes such exempt status.

Backup withholding is not an additional tax. Amounts withheld as backup withholding may be credited against a U.S. Holder's U.S. federal income tax liability, and a U.S. Holder generally may obtain a refund of any excess amounts withheld under the backup withholding rules by timely filing the appropriate claim for refund with the IRS and furnishing any required information.

THE U.S. FEDERAL INCOME TAX TREATMENT OF PROSPECTIVE INVESTORS IN OUR SECURITIES MAY BE AFFECTED BY MATTERS NOT DISCUSSED HEREIN AND DEPENDS IN SOME INSTANCES ON DETERMINATIONS OF FACT AND INTERPRETATIONS OF COMPLEX PROVISIONS OF U.S. FEDERAL INCOME TAX LAW FOR WHICH NO CLEAR PRECEDENT OR AUTHORITY MAY BE AVAILABLE. THIS DISCUSSION IS NOT A SUBSTITUTE FOR CAREFUL TAX PLANNING. PROSPECTIVE INVESTORS SHOULD CONSULT THEIR TAX ADVISORS CONCERNING THE TAX CONSIDERATIONS OF THEIR PARTICULAR SITUATIONS.

MATERIAL CAYMAN ISLANDS TAX CONSIDERATIONS

The following summary contains a description of certain British Virgin Islands tax consequences of the acquisition, ownership and disposition of ordinary shares, but it does not purport to be a comprehensive description of all the tax considerations that may be relevant to a decision to purchase ordinary shares. The summary is based upon the tax laws of British Virgin Islands and regulations thereunder and on the tax laws of the U.S. and regulations thereunder as of the date hereof, which are subject to change.

British Virgin Islands Tax Considerations

Prospective investors should consult their professional advisers on the possible tax consequences of buying, holding or selling any Shares under the laws of their country of citizenship, residence or domicile.

Under Existing British Virgin Islands Laws.

The Company and all dividends, interest, rents, royalties, compensation and other amounts paid by the Company to persons who are not resident in the BVI and any capital gains realized with respect to any shares, debt obligations, or other securities of the Company by persons who are not resident in the BVI are exempt from all provisions of the Income Tax Ordinance in the BVI.

No estate, inheritance, succession or gift tax, rate, duty, levy or other charge is payable by persons who are not resident in the BVI with respect to any shares, debt obligation or other securities of the Company.

All instruments relating to transfers of property to or by the Company and all instruments relating to transactions in respect of the shares, debt obligations or other securities of the Company and all instruments relating to other transactions relating to the business of the Company are exempt from payment of stamp duty in the BVI. This assumes that the Company does not hold an interest in real estate in the BVI.

There are currently no withholding taxes or exchange control regulations in the BVI applicable to the Company or its members.

LEGAL MATTERS

The validity of the Ordinary Shares offered by this prospectus and certain other British Virgin Islands legal matters will be passed upon for Maples and Calder (BVI) LLP.

EXPERTS

The financial statements of Critical Metals Corp. as of June 30, 2024 and for each of the two years in the year ended June 30, 2024 and 2023 appearing in the Annual Report for the year ended June 30, 2024 have been audited by Marcum LLP, independent registered public accounting firm, as set forth in their report thereon, and are incorporated herein by reference. Such financial statements are incorporated herein in reliance upon such report given on the authority of such firm as experts in accounting and auditing.

The financial statements of Tanbreez Mining Greenland A/S. as of December 31, 2024 and for each of the two years in the year ended December 31, 2024 and 2023 appearing in the Form 6-K of Critical Metals Corp., dated March 28, 2025, have been audited by Marcum LLP, independent registered public accounting firm, as set forth in their report thereon, and are incorporated herein by reference. Such financial statements are incorporated herein in reliance upon such report given on the authority of such firm as experts in accounting and auditing.

The technical information appearing in the Annual Report for the year ended June 30, 2024 concerning the Wolfsberg Project was derived from the S-K 1300 Technical Report Summary prepared by CSA Global South Africa (Pty) Limited, independent mining consultants and is incorporated by reference herein. None of CSA Global South Africa (Pty) Limited, or the employees of CSA Global South Africa (Pty) Limited, is an affiliate of the Company.

The technical information related to the mining property known as the Tanbreez Rare Earth Project incorporated by reference herein was derived from the S-K 1300 Technical Report Summary prepared by prepared by Agricola Mining Consultants Pty Ltd. None of prepared by Agricola Mining Consultants Pty Ltd., or the employees of CSA Global South Africa (Pty) Limited, is an affiliate of the Company.

ENFORCEABILITY OF CIVIL LIABILITIES UNDER U.S. SECURITIES LAWS

There is no statutory enforcement in the British Virgin Islands of judgments obtained in the U.S., however, the courts of the British Virgin Islands will in certain circumstances recognize such a foreign judgment and treat it as a cause of action in itself which may be sued upon as a debt at common law so that no retrial of the issues would be necessary, provided that:

- the U.S. court issuing the judgment had jurisdiction in the matter and the company either submitted to such jurisdiction or was resident or carrying on business within such jurisdiction and was duly served with process;
- the judgment is final and for a liquidated sum;
- the judgment given by the U.S. court was not in respect of penalties, taxes, fines or similar fiscal or revenue obligations of the company;
- in obtaining judgment there was no fraud on the part of the person in whose favor judgment was given or on the part of the court;
- recognition or enforcement of the judgment in the British Virgin Islands would not be contrary to public policy; and
- the proceedings pursuant to which judgment was obtained were not contrary to natural justice.

The British Virgin Islands courts are unlikely:

- to recognize or enforce against the Company, judgments of courts of the U.S. predicated upon the civil liability provisions of the securities laws of the U.S.; and
- to impose liabilities against the Company, predicated upon the certain civil liability provisions of the securities laws of the U.S. so far as the liabilities imposed by those provisions are penal in nature.

AGENT FOR SERVICE OF PROCESS

Our agent for service of process in the United States for this offering is:

Corporation Service Company
251 Little Falls Drive
Wilmington, Delaware 19808
(302) 636-5400

Critical Metals Corp.

**SECONDARY OFFERING OF
9,820,000 Ordinary Shares**

PROSPECTUS

DATED , 2025

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Offering Expenses

We estimate the following expenses in connection with the offer and sale of our Ordinary Shares under this registration statement. With the exception of the SEC Registration Fee, all amounts are estimates.

SEC Registration Fee	\$ 2,104.82
FINRA filing fee	*
Legal fees	*
Accountants' fees and expenses	*
Printing expenses	*
Transfer agent fees and expenses	*
Miscellaneous	*
Total	*

* These fees are calculated based on the securities offered and the number of issuances and accordingly cannot be defined at this time.

Under agreements to which we are party with the Selling Securityholders, we have agreed to bear all expenses relating to the registration of the resale of the securities pursuant to this prospectus.

Item 8. Indemnification of Directors and Officers

The laws of the British Virgin Islands do not limit the extent to which a company's memorandum and articles of association may provide for indemnification of officers and directors, except to the extent any such provision may be held by the BVI courts to be contrary to public policy, such as to provide indemnification against willful default, willful neglect, fraud or the consequences of committing a crime.

The Company's amended and restated Memorandum and Articles of Association provides for indemnification and advancement of expenses for its directors and officers to the fullest extent permitted under the laws of the BVI, in the absence of willful neglect or default. In connection with the Closing, the Company entered into indemnification agreements with each post-Closing director of the Company.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling us pursuant to the foregoing provisions, we have been informed that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

Item 9. Exhibits and Financial Statement Schedules

Exhibit No.	Description
3.1	<u>Amended and Restated Memorandum and Articles of Association of Critical Metals Corp. (incorporated by referenced to Exhibit 1.1 to the Form 20-F of Critical Metals Corp., filed with the SEC on March 4, 2024).</u>
4.1	<u>Warrant Agreement, dated as of November 3, 2021, by and between Sizzle and Continental Stock Transfer & Trust Company (incorporated by reference to Exhibit 4.1 to Sizzle's Current Report on Form 8-K filed on November 8, 2021).</u>
4.2	<u>Assignment and Assumption of Warrant Agreement, dated as of February 27, 2024 by and among Sizzle Acquisition Corp., Critical Metals Corp. and Continental Stock Transfer & Trust Company (incorporated by referenced to Exhibit 2.2 to the Form 20-F of Critical Metals Corp., filed with the SEC on March 4, 2024).</u>
4.3	<u>Specimen Ordinary Share Certificate (incorporated by reference to Exhibit 4.1 to the proxy statement/prospectus to Amendment No. 6 the Registration Statement on Form F-4 (File. No. 333-268970) of Critical Metals Corp., filed with the SEC on December 7, 2023).</u>
4.4	<u>Specimen Warrant Certificate (incorporated by referenced to Exhibit 2.4 to the Form 20-F of Critical Metals Corp., filed with the SEC on March 4, 2024).</u>
4.5	<u>Form of Warrant Agreement between Critical Metals Corp. and the subscriber party named therein (included as Exhibit B to Exhibit 10.1 of Sizzle's Current Report on Form 8-K, filed with the SEC on February 8, 2024).</u>
4.6	<u>Warrant by and between Critical Metals Corp. and GEM Yield Bahamas Ltd. (incorporated by referenced to Exhibit 4.19 to the Form 20-F of Critical Metals Corp., filed with the SEC on March 4, 2024).</u>
4.7	<u>Warrant by and between Critical Metals Corp. and Polar Multi-Strategy Master Fund (incorporated by referenced to Exhibit 4.18 to the Form 20-F of Critical Metals Corp., filed with the SEC on March 4, 2024).</u>
4.8	<u>Form of New Warrant Agreement between Critical Metals Corp. and the Empery Funds (incorporated by reference to Exhibit 99.1 to Critical Metals Corp.'s Form 6-K filed with the SEC on June 17, 2024).</u>
4.9	<u>Form of Warrant (incorporated by reference to 99.3 to Critical Metals Corp.'s Form 6-K filed with the SEC on February 10, 2025).</u>
5.1*	<u>Opinion of Maples and Calder (BVI) LLP.</u>
23.1*	<u>Consent of Marcum LLP, independent registered accounting firm of Critical Metals Corp.</u>
23.2*	<u>Consent of Maples and Calder (BVI) LLP (included in Exhibit 5.1).</u>
23.3*	<u>Consent of CSA Global South Africa (Pty) Limited.</u>
23.4*	<u>Consent of Agricola Mining Consultants Pty Ltd..</u>
23.5*	<u>Consent of Marcum LLP, independent registered accounting firm of Tanbreez Mining Greenland A/S.</u>
24.1*	<u>Power of Attorney (included on signature page hereto).</u>
96.1	<u>Technical Summary Report, The Wolfsberg Project, effective at December 5, 2022, prepared by CSA Global (incorporated by reference to Exhibit 96.1 to Amendment No. 3 to the Registration Statement on Form F-4 (File No. 333-268970) of Critical Metals Corp., filed with the SEC on May 5, 2023).</u>
96.2	<u>Technical Report Summary, dated 12 March 2025, regarding the mining property known as the Tanbreez Rare Earth Project, prepared by Agricola Mining Consultants Pty Ltd. (incorporated by reference to Exhibit 96.1 to the Form 6-K of Critical Metals Corp., filed with the SEC on March 12, 2025).</u>
107*	<u>Filing Fee Table</u>

* Filed herewith.

Item 10. Undertakings

(1) The undersigned Registrant hereby undertakes:

(a) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (a)(1)(i), (a)(1)(ii), and (a)(1)(iii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is a part of the registration statement.

(b) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(d) To file a post-effective amendment to the registration statement to include any financial statements required by Item 8.A of Form 20-F (§ 249.220f of this chapter) at the start of any delayed offering or throughout a continuous offering. Financial statements and information otherwise required by Section 10(a)(3) of the Act (15 U.S.C. 77j(a)(3)) need not be furnished, provided that the registrant includes in the prospectus, by means of a post-effective amendment, financial statements required pursuant to this paragraph (a)(4) and other information necessary to ensure that all other information in the prospectus is at least as current as the date of those financial statements. Notwithstanding the foregoing, a post-effective amendment need not be filed to include financial statements and information required by Section 10(a)(3) of the Act or Item 8.A of Form 20-F if such financial statements and information are contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Form F-3.

(e) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser:

(i) Each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

- (ii) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii), or (x) for the purpose of providing the information required by section 10(a) of the Securities Act of 1933 shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. *Provided, however,* that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.
- (f) That, for the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities, the undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:
 - (i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;
 - (ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;
 - (iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and
 - (iv) Any other communications that is an offer in the offering made by the undersigned registrant to the purchaser.
- (2) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
- (3) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.
- (4) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, the information omitted from the form of prospectus filed as part of this Registration Statement in reliance upon Rule 430A and contained in a form of prospectus filed by the registrant pursuant to Rule 424(b)(1) or (4) or 497(h) under the Securities Act shall be deemed to be part of this Registration Statement as of the time it was declared effective.
- (5) The undersigned registrant hereby undertakes that, for the purpose of determining any liability under the Securities Act, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, thereunto duly authorized, in City of Perth, Country of Australia, on April 1, 2025.

Critical Metals Corp.

By: /s/ Tony Sage
Name: Tony Sage
Title: Executive Chairman and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below does hereby constitute and appoint each of Tony Sage and Steve Parkes, with full power of substitution and full power to act without the other, as his or her true and lawful attorney-in-fact and agent to act for him or her in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file this registration statement, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in order to effectuate the same as fully, to all intents and purposes, as they or he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the date indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Tony Sage</u> Tony Sage	Chief Executive Officer, Executive Chairman and Director (Principal Executive Officer)	April 1, 2025
<u>/s/ Steve Parkes</u> Steve Parkes	Chief Financial Officer (Principal Financial and Accounting Officer)	April 1, 2025
<u>/s/ Malcolm Day</u> Malcolm Day	Director	April 1, 2025
<u>/s/ Michael Hanson</u> Michael Hanson	Director	April 1, 2025
<u>/s/ Mykhailo Zhernov</u> Mykhailo Zhernov	Director	April 1, 2025
<u>/s/ Michael C. Ryan</u> Michael C. Ryan	Director	April 1, 2025

AGENT FOR SERVICE OF PROCESS

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned, a duly authorized representative in the United States of Critical Metals Corp., has signed on its behalf by the undersigned, thereunto duly authorized, in Wilmington, Delaware, on April 1, 2025.

By: /s/ Sylvia Buxbaum
Sylvia Buxbaum
Authorized Representative on behalf of Corporation
Service Company



Our ref: EWR/812949-000011/40021068v6

Critical Metals Corp.
Kingston Chambers
PO Box 173
Road Town, Tortola
British Virgin Islands

1 April 2025

Dear Sirs

Critical Metals Corp. (the “Company”)

We have acted as counsel as to British Virgin Islands law to the Company in respect of the proposed resale of up to 9,820,000 ordinary shares in the Company with a par value of US\$0.001 each (each an “**Ordinary Share**”) by the Selling Securityholders (as defined in the Registration Statement (as defined below)) consisting of the following:

- a) 4,910,000 Ordinary Shares issued pursuant to certain securities purchase agreements dated 6 February 2025 entered into by the Company and each purchaser identified on the signature pages to each such securities purchase agreement (each a “**Purchaser**”) (together, the “**Purchase Agreements**” and each a “**Purchase Agreement**”); and
- b) 4,910,000 Ordinary Shares issuable upon the exercise of warrants to purchase Ordinary Shares pursuant to certain Ordinary Share purchase warrants dated 7 February 2025 entered into by the Company and the applicable holder thereunder (the “**PIPE Warrants**” and each a “**PIPE Warrant**”).

We have been asked to provide this legal opinion in connection with the Company’s registration statement on Form F-3 dated 1 April 2025, including all amendments or supplements thereto filed with the United States Securities and Exchange Commission (the “**Commission**”) under the United States Securities Act of 1933, as amended (the “**SEC Act**”) (the “**Registration Statement**”).

1 Documents Reviewed

We have reviewed originals, copies, drafts or conformed copies of the following documents:

- 1.1 The public records of the Company on file and available for public inspection at the Registry of Corporate Affairs in the British Virgin Islands (the “**Registry of Corporate Affairs**”) on 27 March 2025, including the Company’s Certificate of Incorporation and its Memorandum and Articles of Association (the “**Memorandum and Articles**”).
- 1.2 A list of the Company’s directors provided by the Registry of Corporate Affairs dated 27 March 2025 (the “**Registry List of Directors**”).

Maples and Calder

Kingston Chambers PO Box 173 Road Town Tortola VG1110 British Virgin Islands
Tel +1284 852 3000 maples.com

- 1.3 The records of proceedings available from a search of the electronic records maintained on the Judicial Enforcement Management System and the E-Litigation Portal from 1 January 2000 and available for inspection on 27 March 2025 at the British Virgin Islands High Court Registry (the “**High Court Registry**”).
- 1.4 The unanimous written resolutions of the board of directors of the Company passed on 6 February 2025 (the “**Resolutions**”).
- 1.5 A Certificate of Incumbency dated 20 March 2025, issued by Maples Corporate Services (BVI) Limited, the Company’s registered agent (the “**Registered Agent’s Certificate**”).
- 1.6 A certificate of good standing with respect to the Company issued by the Registrar of Corporate Affairs dated 27 March 2025 (the “**Certificate of Good Standing**”).
- 1.7 A certificate from a director of the Company (the “**Director’s Certificate**”), a copy of which is appended to this opinion at Appendix A.
- 1.8 The Registration Statement.
- 1.9 The Purchase Agreements.
- 1.10 The PIPE Warrants.

The documents listed in paragraphs 1.9 to 1.10 above shall be referred to collectively herein as the “**Documents**”.

2 Assumptions

The following opinions are given only as to, and based on, circumstances and matters of fact existing and known to us on the date of this opinion letter. These opinions only relate to the laws of the British Virgin Islands which are in force on the date of this opinion letter. In giving the following opinions we have relied (without further verification) upon the completeness and accuracy, as at the date of this opinion letter, of the Registry List of Directors, the Registered Agent’s Certificate, the Certificate of Good Standing and the Director’s Certificate. We have also relied upon the following assumptions, which we have not independently verified:

- 2.1 The Documents have been or will be authorised and duly executed and unconditionally delivered by or on behalf of all relevant parties in accordance with all relevant laws (other than, with respect to the Company, the laws of the British Virgin Islands).
- 2.2 The Documents are, or will be, legal, valid, binding and enforceable against all relevant parties in accordance with their terms under the laws of the State of New York (the “**Relevant Law**”) and all other relevant laws (other than, with respect to the Company, the laws of the British Virgin Islands).
- 2.3 The choice of the Relevant Law as the governing law of the Documents has been made in good faith and would be regarded as a valid and binding selection which will be upheld by the courts of the State of New York and any other relevant jurisdiction (other than the British Virgin Islands) as a matter of the Relevant Law and all other relevant laws (other than the laws of the British Virgin Islands).

- 2.4 Where a Document has been provided to us in draft or undated form, it will be duly executed, dated and unconditionally delivered by all parties thereto in materially the same form as the last version provided to us and, where we have been provided with successive drafts of a Document marked to show changes to a previous draft, all such changes have been accurately marked.
- 2.5 Copies of documents, conformed copies or drafts of documents provided to us are true and complete copies of, or in the final forms of, the originals.
- 2.6 All signatures, initials and seals are genuine.
- 2.7 The capacity, power, authority and legal right of all parties under all relevant laws and regulations (other than, with respect to the Company, the laws and regulations of the British Virgin Islands) to enter into, execute, unconditionally deliver and perform their respective obligations under the Documents.
- 2.8 That all public records of the Company which we have examined are accurate and that the information disclosed by the searches which we conducted against the Company at the Registry of Corporate Affairs and the High Court Registry is true and complete and that such information has not since then been altered and that such searches did not fail to disclose any information which had been delivered for registration but did not appear on the public records at the date of our searches.
- 2.9 The Memorandum and Articles remain in full force and effect and are unamended and that the Company had or will have sufficient authorised and unissued shares under the Memorandum and Articles at the time any of the Ordinary Shares were or are issued.
- 2.10 The Resolutions were each signed by all the directors in the manner prescribed in the Memorandum and Articles of the Company, including as to the disclosure of any director's interests, and have not been amended, varied or revoked in any respect.
- 2.11 The members of the Company (the "**Members**") have not restricted or limited the powers of the directors of the Company in any way.
- 2.12 No invitation has been or will be made by or on behalf of the Company to the public in the British Virgin Islands to subscribe for any of the Ordinary Shares.
- 2.13 The Ordinary Shares issued or to be issued pursuant to the Documents have been, or will be, duly registered, and will continue to be registered, in the Company's register of members.
- 2.14 The Company has received, or will receive, cash consideration or non-cash consideration in consideration for the issue of the Ordinary Shares pursuant to the Documents, and that:
- (a) none of the Ordinary Shares have been, or will be, issued for less than their par value; and
 - (b) to the extent that any Ordinary Shares are, or will be, issued, in whole or in part, for non-cash consideration, the value of the non-cash consideration and cash consideration, if any, is not less than the amount credited or to be credited for such Ordinary Shares.
- 2.15 At the time of the exercise of each of PIPE Warrant in accordance with the terms and provisions of the applicable PIPE Warrant (each such exercise, a "**Warrant Exercise**"):
- (a) the laws of the British Virgin Islands (including the Act (as defined below)) will not have changed in such way as to materially impact the Warrant Exercise;

- (b) the Company will have sufficient authorised but unissued Ordinary Shares to effect the Warrant Exercise in accordance with the PIPE Warrant, the Memorandum and Articles and the Act;
- (c) the Company will not have been struck off or placed in liquidation;
- (d) the issue price for each Ordinary Share issued upon Warrant Exercise will not be less than the par value of such Ordinary Share; and
- (e) the terms and provisions of the PIPE Warrants relating to the Warrant Exercise and the terms of the Memorandum and Articles will not have been altered, amended or restated or subject to any adjustment.

2.16 Prior to the re-sale of any Ordinary Shares issued pursuant to the PIPE Warrants by the Selling Securityholders as contemplated by the Registration Statement the Warrant Exercise shall have occurred.

2.17 There is nothing under any law (other than the laws of the British Virgin Islands) which would or might affect the opinions set out below.

Save as aforesaid we have not been instructed to undertake and have not undertaken any further enquiry or due diligence in relation to the transaction the subject of this opinion.

3 Opinions

Based upon, and subject to, the foregoing assumptions and the qualifications set out below, and having regard to such legal considerations as we deem relevant, we are of the opinion that:

- 3.1 The Company is a company limited by shares incorporated with limited liability under the BVI Business Companies Act (As Revised) (the “**Act**”), is in good standing at the Registry of Corporate Affairs and is validly existing under the laws of the British Virgin Islands.
- 3.2 The Ordinary Shares issued pursuant to the Purchase Agreements held by the Selling Securityholders to be resold as contemplated by the Registration Statement were duly authorised, and when issued and paid for in the manner described in the applicable Purchase Agreement and in accordance with the Resolutions, such Ordinary Shares were legally issued, fully paid and non-assessable. As a matter of British Virgin Islands law, a share is only issued when it has been entered in the register of members of the Company.
- 3.3 The Ordinary Shares to be issued by the Company upon exercise of each PIPE Warrant have been duly authorised for issue, and when issued by the Company against payment in full of the consideration as set out in the applicable PIPE Warrant, such Ordinary Shares will be validly issued, fully paid and non-assessable. As a matter of British Virgin Islands law, a share is only issued when it has been entered in the register of members.

4 Qualifications

The opinions expressed above are subject to the following qualifications:

- 4.1 We express no view as to the commercial terms of the Documents or whether such terms represent the intentions of the parties and we make no comment with respect to any representations and warranties which may be made by or with respect to the Company in any of the documents or instruments cited in this opinion or otherwise with respect to the commercial terms of the transactions the subject of this opinion.

- 4.2 Under British Virgin Islands law, the register of members is *prima facie* evidence of title to shares and this register would not record a third party interest in such shares. However, there are certain limited circumstances where an application may be made to a British Virgin Islands court for a determination on whether the register of members reflects the correct legal position. Further, the British Virgin Islands court has the power to order that the register of members maintained by a company should be rectified where it considers that the register of members does not reflect the correct legal position. For the purposes of the opinion given in paragraphs 3.2 and 3.3, there are no circumstances or matters of fact known to us on the date of this opinion letter which would properly form the basis for an application for an order for rectification of the register of members of the Company, but if such an application were made in respect of the Ordinary Shares, then the validity of such shares may be subject to re-examination by a British Virgin Islands court.
- 4.3 Except as specifically stated herein, we make no comment with respect to any representations and warranties which may be made by or with respect to the Company in any of the documents or instruments cited in this opinion or otherwise with respect to the commercial terms of the transactions the subject of this opinion.
- 4.4 In this opinion letter, the phrase “non-assessable” means, with respect to the issuance of shares, that a shareholder shall not, in respect of the relevant shares and in the absence of a contractual arrangement, or an obligation pursuant to the memorandum and articles of association, to the contrary, have any obligation to make further contributions to the Company’s assets (except in exceptional circumstances, such as involving fraud, the establishment of an agency relationship or an illegal or improper purpose or other circumstances in which a court may be prepared to pierce or lift the corporate veil).
- 4.5 The search of records of proceedings available at the High Court Registry would not reveal any proceeding which has been placed under seal or anonymised (whether by order of the Court or pursuant to the practice of the High Court Registry).

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to our firm under the heading “Legal Matters” in the Registration Statement. In providing our consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the SEC Act or the rules and regulations of the Commission thereunder.

This opinion is addressed to you and may be relied upon by you, your counsel and purchasers of Shares pursuant to the Registration Statement. This opinion is limited to the matters detailed herein and is not to be read as an opinion with respect to any other matter.

Yours faithfully

/s/ Maples and Calder

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of Critical Metals Corp. on Form F-3 of our report dated October 29, 2024, which includes an explanatory paragraph as to Critical Metals Corp.'s ability to continue as a going concern, with respect to our audits of the consolidated financial statements of Critical Metals Corp. as of June 30, 2024 and for each of the two years in the year ended June 30, 2024 and 2023 appearing in the Annual Report on Form 20-F of Critical Metals Corp. for the year ended June 30, 2024. We also consent to the reference to our firm under the heading "Experts" in the Form F-3, which is part of this Registration Statement.

/s/ Marcum LLP
Marcum LLP
Houston, TX
April 1, 2025



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Critical Metals Corp (the “Company”)
c/- Maples Corporate Services (BVI) Limited
Kingston Chambers, PO Box 173, Road Town
Tortola, British Virgin Islands

DATE

1 April 2025

CSA Global South Africa (Pty) Limited (“CSA”), an ERM group company, is the authoring firm of the report titled “S-K 1300 Technical Report Summary” dated 27th April 2023, effective date 5th December 2022, regarding the mining property known as the Wolfsberg Lithium Project (the “Project”), which was prepared in accordance the United States Securities and Exchange Commission (“SEC”) S-K regulations (Title 17, Part 229, Items 601 and 1300 to 1305) for the Company (the “Expert Report”).

CSA understands that the Company wishes to refer to **CSA’s** name and the Expert Report in its Registration Statement on Form F-3 (the “Form F-3”) to be prepared and filed by the Company. **CSA** further understands that the Company wishes to incorporate by reference extracts and/or information from the Expert Report in the Form F-3 related to the Project. **CSA** has been provided with a copy of Form F-3 and has reviewed the proposed disclosure identified above.

Accordingly, in respect of the Registration Statement, **CSA** does hereby consent to:

- the use of, and references to, its name in the Form F-3;
- the use of, and references to, the Expert Report in the Form F-3; and
- the use of, in the Form F-3, extracts and information from the Expert Report or portions thereof,

(collectively, the “Undersigned’s Information”).

CSA confirms that where its work involved a Mineral Resource or Mineral Reserve estimate, such estimates comply with the requirements for Mineral Resource and Mineral Reserve estimation under Subpart 1300 of Regulation S-K promulgated by the SEC.

CSA also confirms that its representatives have read the disclosure included in, or incorporated by reference into, the Form F-3 that relates to the Undersigned’s Information and the Project, and **CSA** confirms that the disclosure included in the Form F-3 does not contain a misrepresentation.

For and on behalf **CSA**

By: /s/ Graham Jeffress

Name: Graham Jeffress

Title: Partner, Service Lead – Technical Mining Services

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Principal Consultant – MALCOLM CASTLE

Critical Metals Corp (the “Company”)
c/- Maples Corporate Services (BVI) Limited
Kingston Chambers, PO Box 173, Road Town
Tortola, British Virgin Islands

1 April 2025

Re: S-K 1300 Technical Report Summary

Agricola Mining Consultants Pty Ltd. (“Agricola”) is the authoring firm of the report titled “Independent Technical Assessment Report (ITAR) and S-K 1300 Technical Report Summary (TRS) on the Tanbreez Rare Earth Project in Greenland” dated 12 March 2025, regarding the mining property known as the Tanbreez Rare Earth Project (the “Project”), which was prepared in accordance the United States Securities and Exchange Commission (“SEC”) S-K regulations (Title 17, Part 229, Items 601 and 1300 to 1305) for the Company (the “Expert Report”)

Agricola understands that the Company wishes to refer to Agricola’s name and the Expert Report in its Registration Statement on Form F-3 (the “Form F-3”) to be prepared and filed by the Company. Agricola further understands that the Company wishes to incorporate by reference extracts and/or information from the Expert Report in the Form F-3 related to the Project. Agricola has been provided with a copy of Form F-3 and has reviewed the proposed disclosure identified above.

Agricola hereby consents to:

- the use of, and references to, its name in the Form F-3;
- the use of, and references to, the Expert Report in the Form F-3; and
- the use of, in the Form F-3, extracts and information from the Expert Report or portions thereof.

Agricola confirms that where its work involved a Mineral Resource or Mineral Reserve estimate, such estimates comply with the requirements for Mineral Resource and Mineral Reserve estimation under Subpart 1300 of Regulation S-K promulgated by the SEC.

Agricola also confirms that its representatives have read the disclosure included in, or incorporated by reference into, the Form F-3 relate to such information and the Project, and Agricola confirms such disclosure does not contain a misrepresentation.

For and on behalf Agricola

By: /s/ Malcolm Castle

Name: Malcolm Castle

Title: Consultant

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of Critical Metals Corp. on Form F-3 of our report dated March 28, 2025, which includes an explanatory paragraph as to Tanbreez Mining Greenland A/S' ability to continue as a going concern, with respect to our audits of the financial statements of Tanbreez Mining Greenland A/S as of December 31, 2024 and for each of the two years in the year ended December 31, 2024 and 2023 appearing in the Form 6-K of Critical Metals Corp. dated March 28, 2025. We also consent to the reference to our firm under the heading "Experts" in the Form F-3, which is part of this Registration Statement.

/s/ Marcum LLP

Marcum LLP

Houston, Texas

April 1, 2025

Calculation of Filing Fee Tables

Form F-3
(Form Type)**Critical Metals Corp.**
(Exact Name of Registrant as Specified in its Charter)

Table 1 – Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price per Unit(2)	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Ordinary Shares, par value \$0.001	Other ⁽²⁾	9,820,000 ⁽³⁾	\$ 1.40	\$ 13,748,000.00	\$ 0.00015310	\$ 2,104.82
Total Offering Amounts					\$ 13,748,000.00	\$ 0.00015310	\$ 2,104.82
Total Fee Offsets							—
Net Fee Due							\$ 2,104.82

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement shall also cover any additional ordinary shares, par value \$0.001 per share (the “Ordinary Shares”) of Critical Metals Corp. (the “Company” or the “Registrant”) that may become issuable by reason of any share split, share dividend, recapitalization or other similar transaction effected without the Company’s receipt of consideration which results in an increase in the number of the outstanding Ordinary Shares.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) under the Securities Act, based upon the average of the high and low selling prices of the Ordinary Shares on March 26, 2025, as reported on the Nasdaq Stock Market LLC.
- (3) Represents Ordinary Shares being registered for resale by the Selling Securityholders named in the Registration Statement. Consists of (x) 4,910,000 Ordinary Shares and (y) 4,910,000 Ordinary Shares issuable upon the exercise of warrants to purchase Ordinary Shares.

Table 2 – Fee Offset Claims and Sources

N/A